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世纪阳光

世紀陽光集團控股有限公司

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(in provisional liquidation)

(for restructuring purposes only)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

2022 ANNUAL RESULTS ANNOUNCEMENT

The Board of Directors of the Company (the “**Board**”) is pleased to announce the audited results of the Company and its subsidiaries for the twelve months period ended 31 December 2022. This announcement, containing the full text of the 2022 Annual Report of the Company, is prepared with reference to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to preliminary announcements of annual results. Printed version of the Company’s 2022 Annual Report will be delivered to the Company’s shareholders and will also be available for viewing on the websites of Hong Kong Exchanges and Clearing Limited at <http://www.hkex.com.hk> and of the Company at <http://www.centurysunshine.com.hk> on 28 April 2023.

By Order of the Board

Century Sunshine Group Holdings Limited

(in provisional liquidation)

(for restructuring purposes only)

Chi Wen Fu

The Chairman

Hong Kong, 24 March 2023

As at the date of this announcement, the Directors are:

Executive Directors : *Mr. Chi Wen Fu and Mr. Chi Jing Chao*

Non-executive Director : *Mr. Guo Mengyong*

Independent Non-executive Directors : *Mr. Cheung Sound Poon, Mr. Sheng Hong and Mr. Shen Yi Min*

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經營亮點 Operational Highlights





**Differentiated
Products Lead
the Market Segment**

差異化產品
領軍細分市場

**Sales Network Cover the
Whole Country**

銷售網絡
覆蓋全國

**Develop the
Green Industry by
Leveraging on
Brand Recognition**

發揮品牌優勢
深耕綠色產業



願景
Vision

**The Pioneer in the New Era of
Ecological Fertiliser Industry**
引領生態肥料行業發展新時代



使命
Mission

**To Enhance Crop Productivity
and Soil Fertility**

讓作物更高產 讓土壤更肥沃

公司資料

Corporate Information

董事會

執行董事

池文富 (主席)
池靜超

非執行董事

郭孟勇

獨立非執行董事

張省本
盛洪
沈毅民

公司秘書

陸世煒

委員會

審核委員會

張省本 (委員會主席)
盛洪
沈毅民

提名委員會

池文富 (委員會主席)
張省本
盛洪

薪酬委員會

張省本 (委員會主席)
盛洪
沈毅民
池靜超

BOARD OF DIRECTORS

Executive Directors

Chi Wen Fu (Chairman)
Chi Jing Chao

Non-executive Director

Guo Mengyong

Independent Non-executive Directors

Cheung Sound Poon
Sheng Hong
Shen Yi Min

Company Secretary

Luk Sai Wai, Simon

COMMITTEES

Audit Committee

Cheung Sound Poon (Committee Chairman)
Sheng Hong
Shen Yi Min

Nomination Committee

Chi Wen Fu (Committee Chairman)
Cheung Sound Poon
Sheng Hong

Remuneration Committee

Cheung Sound Poon (Committee Chairman)
Sheng Hong
Shen Yi Min
Chi Jing Chao

公司資料 Corporate Information

總辦事處

香港
九龍
尖沙咀
海港城
港威大廈第5座16樓
電話：(852) 2802 2165
傳真：(852) 2802 2697
電郵：ir@centurysunshine.com.hk
網址：www.centurysunshine.com.hk

核數師

國衛會計師事務所有限公司
香港執業會計師

主要往來銀行

中國農業銀行股份有限公司
中國銀行股份有限公司
星展銀行(香港)有限公司

HEAD OFFICE

16th Floor, Tower 5, The Gateway
Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong
Telephone : (852) 2802 2165
Fax : (852) 2802 2697
E-mail : ir@centurysunshine.com.hk
Website : www.centurysunshine.com.hk

AUDITORS

HLB Hodgson Impey Cheng Limited
Hong Kong Certified Public Accountants

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of China Limited
DBS Bank (Hong Kong) Limited



投資者資料

Information for Investors

上市資料

上市地點 : 香港聯合交易所有限公司
(「聯交所」) 主板

股票代號 : 509

LISTING INFORMATION

Listing : Main Board of The Stock
Exchange of Hong Kong
Limited (“Stock Exchange”)

Stock code : 509

股份資料

本公司每股面值 : 4,581,116,843股
0.02港元之
已發行股份
(「股／股份」)
(2022年
12月31日)

市值(2022年 : 68,716,752港元
12月31日)

每手買賣單位 : 5,000股

SHARE INFORMATION

Company's shares of : 4,581,116,843 Shares
HK\$0.02 each
(the “Shares”) in issue
(31 December 2022)

Market capitalisation : HK\$68,716,752
(31 December 2022)

Board lot size : 5,000 Shares

2022年每股虧損

基本 : 21.98港仙
攤薄 : 21.98港仙

LOSS PER SHARE FOR 2022

Basic : HK21.98 cents
Diluted : HK21.98 cents

2022年每股股息

中期 : 零港元
末期(擬派) : 零港元

DIVIDEND PER SHARE FOR 2022

Interim : HK\$Nil
Final (proposed) : HK\$Nil

投資者資料 Information for Investors

股份登記及過戶處

總處：

Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay
Grand Cayman KY1-1110
Cayman Islands

香港分處：

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

SHARE REGISTRAR AND TRANSFER OFFICES

Principal:

Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay
Grand Cayman KY1-1110
Cayman Islands

Hong Kong:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

主席報告書 Chairman's Statement

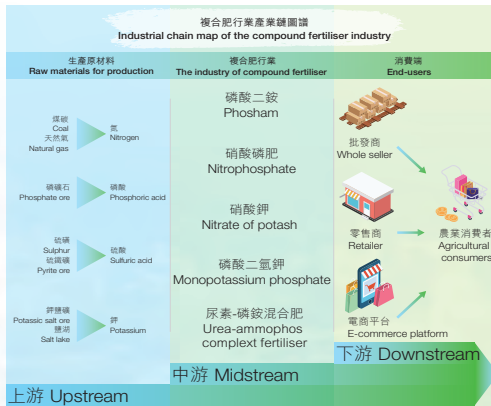
感謝大家長期以來對世紀陽光集團控股有限公司（「本公司」，連同其附屬公司，統稱「世紀陽光」或「本集團」）的信任與包容。本人謹代表本公司董事（「董事」）會（「董事會」），欣然提呈本集團截至2022年12月31日止年度（「年內」）之全年業績以供各位利益相關者審閱。

行業回顧

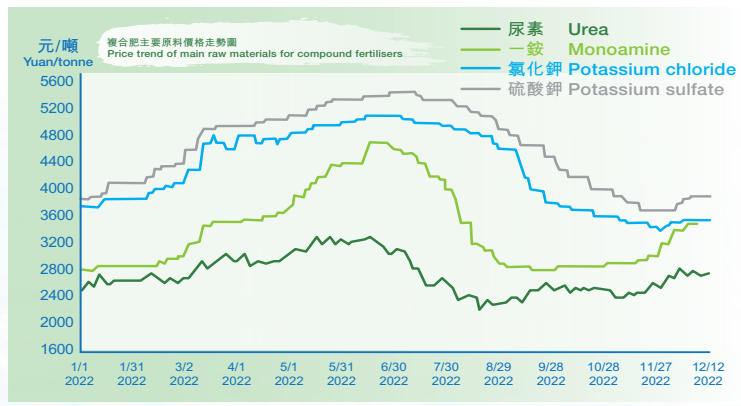
「行情震蕩劇烈 行業產能受制」

2022年，無論國際化肥市場還是中國國內肥料市場形勢都錯綜複雜，地緣衝突改變了全球的供應格局，加劇了供需錯配。複合肥行情十年一遇，讓整個行業受到了極大的震動，複合肥價格在全球局勢、成本、供需以及政策之間不斷變換，整體呈先漲後跌走勢，均價處於五年高位。從行情運行趨勢來看，呈現上半年持續拉漲，複合肥價格處於歷史高位，尤其在2022年8月突破人民幣4,000元／噸的歷史高點。價格壓力向下傳導至終端消費市場，下游用戶接受有限，部分地區施用量減少，抑制需求；下半年價格的快速下跌走勢，令客戶採購趨於謹慎，觀望氛圍濃厚，需求疲軟。大漲大跌的行情讓產業鏈與供應鏈上各個環節無所適從，肥料市場節奏一反傳統，過去的淡儲旺銷模式消失，淡季不淡旺季不旺成為新常態。

複合肥產業鏈上游是煤炭、天然氣、磷礦石、鉀鹽礦、鹽湖等天然礦產資源加工行業，複合肥作為末端產品，受直接原料成本（氮、磷、鉀等）影響佔比高達70%，原料的走勢將直接牽引著複合肥走勢。由於地緣政治引起的國內外能源形勢緊張，全球保障糧食安全再度升級，以及中國嚴格的疫情防控措施使得工廠有限度地生產，物流不暢，導致肥料生產成本和市場行情皆大幅上漲。上半年複合肥生產廠商因原材料價格大幅上漲而持續承壓，下半年因原材料價格快速下滑，採購時機與市場行情不匹配，成本倒掛的情況延續。因此2022年複合肥生產企業受制於行情劇烈波動與成本壓力產銷艱難，行業利潤虧損，企業多以銷定產，產能利用率偏低，2022年行業產能利用率年均僅在38%左右。



資料來源：智研諮詢
Source: Zhiyan Consulting



資料來源：農資導報
Source: AgriGoods Herald

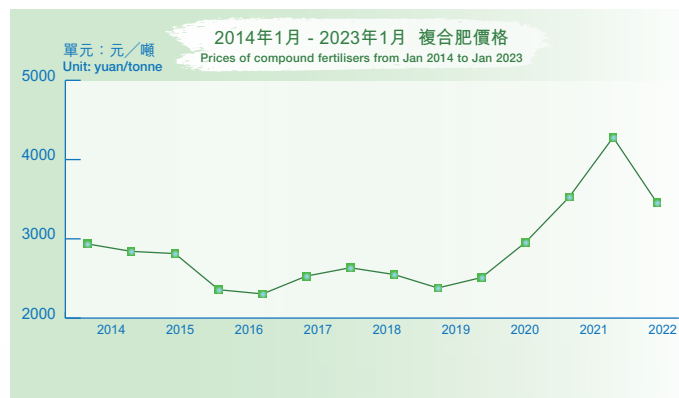
主席報告書 Chairman's Statement

I would like to thank all for the unfailing support and total confidence in Century Sunshine Group Holdings Limited (the “Company” and together with its subsidiaries, “Century Sunshine” or the “Group”). On behalf of the board (the “Board”) of directors (the “Directors”) of the Company, I am pleased to present the annual results for the Year ended 31 December 2022 (the “Year”) of the Group for the perusal of our stakeholders.

INDUSTRY REVIEW

“Market Volatility and Production Capacity Constraints in the Industry”

In 2022, the situation in both the international and domestic fertiliser markets was complex, with geopolitical conflicts changing the global supply pattern and exacerbating the mismatch between supply and demand. The compound fertiliser market experienced significant disruption, affecting the entire industry. The price of compound fertiliser was constantly changing due to global conditions, costs, supply and demand, and policies, showing an overall trend of rising and then falling, with an average price at a five-year high. Looking at the trend of the market operation, it has been continuously rising in the first half of the year, with the price of compound fertilisers at a historical high, especially in August 2022 when it broke through the historical high point of RMB4,000/tonne. The downward pressure on prices was transmitted to the end-user consumption market, where downstream users were hesitant to purchase the fertiliser. It resulted in limited adoption by downstream users in some regions, reduced usage, and suppressed demand. The rapid decline of prices in the second half of the year made customers more cautious in their purchases, with an intense atmosphere of wait-and-see, resulting in weak demand. The market's sharp rise and fall have created challenges for all aspects of the industry and supply chain. The fertiliser market rhythm has changed from the traditional pattern of storage in the off-season and high sales in peak season to a new normal of no off-season or peak season.



資料來源：複合肥價格走勢圖 - www.yte1.com
Source: Trend of compound fertilisers' prices - www.yte1.com

The upstream of the compound fertiliser industry chain includes industries that process natural mineral resources, such as coal, natural gas, phosphate rock, potash ore, and salt lakes. As the end product, the compound fertiliser is directly affected by the cost of raw materials, such as nitrogen, phosphorus, and potassium, which account for up to 70% of the cost. The trend of raw material prices will directly influence the price of compound fertilisers. Due to energy shortages in China and abroad caused by geopolitical tensions, global food security has been further enhanced. China's strict epidemic prevention and control measures have limited factory production and disrupted logistics, resulting in a significant increase in the production costs and market prices of fertilisers. In the first half of the year, compound fertiliser manufacturers faced continuous pressures from rising raw material costs. In the second half of the year, the timing of purchasing raw materials did not match the market situation. Hence, the situation, where the costs of production were higher than the prices of products, continued. Therefore, in 2022, compound fertiliser production enterprises were constrained by the severe fluctuations of market prices and the cost pressures, struggling with production and sales, leading to industry losses. Many enterprises determine production based on sales orders. Hence, the utilisation rate of production capacity in the industry was low, averaging only around 38% in 2022.

主席報告書 Chairman's Statement

業務回顧

綠色肥料產品板塊



地緣政治、疫情、能源危機的大背景，以及集團境內、境外債務重組造成流動資金緊張的實際情況，對肥料生產造成嚴重困擾。為有效調控肥料生產的流動資金及最小化市場波動產生的風險，本集團及時應對，調整並壓縮了肥料生產的產出規模，導致年內肥料銷售收入同比大幅減少。不過，本集團另闢蹊徑，通過採用品牌授權的營運模式拓寬營收渠道。品牌授權的模式既能降低風雲變幻的市場行情帶來的風險，亦能保持一定的市場佔有率、品牌滲透性及產生額外收入。管理層將持續關注市場動態，也將會因應市場狀況等多重因素適時調整其業務戰略。

鎂產品板塊



本集團另一主營板塊鎂產品業務，是由本集團子公司——稀鎂科技集團控股有限公司（「稀鎂科技」）運營。由於2022年鎂價持續下跌，原材料價格波動以及中國國內疫情反彈及封控等因素，下游加工企業及貿易商謹慎下單，多以觀望為主，國內外市場對鎂的需求疲弱。同時，由於中國不斷完善環保法律體系及加大環保督察力度，企業環保改造投入加大，疊加原材料成本上揚，生產端的總成本不斷上升，鎂生產企業的利潤承壓。

於2022年10月8日，稀鎂科技歷經兩年多的債務重組工作正式完成，根據法庭命令，臨時清盤正式獲得撤銷。



BUSINESS REVIEW

Green Fertiliser Product Segment



The combination of geopolitical tensions, the pandemic, the energy crisis, and the Group's tight liquidity due to onshore and offshore debt restructuring, have created significant challenges for fertiliser production. To control funding and reduce market risks, the Group responded promptly and adjusted its production scale, resulting in a significant year-on-year reduction in fertiliser sales revenues for the Year. However, the Group adopted a different approach using a brand licensing business model to expand its revenue channels. This model can reduce the risks of ever-changing market conditions and maintain a certain market share and brand penetration, generating additional incomes. The management will monitor market dynamics and adjust its business strategies promptly in response to various factors, such as market conditions.

Magnesium Product Segment



The Group's other main segment, the magnesium product business, is operated by the Group's subsidiary, Rare Earth Magnesium Technology Group Holdings Limited ("REMT"). In 2022, the price of magnesium continued to fall, and downstream processing companies and traders were cautious in placing orders, mainly adopting a wait-and-see attitude. The demand for magnesium in domestic and international markets was weak due to fluctuations in raw material prices, and China's domestic epidemic rebound and lockdowns. At the same time, as China continuously improves its environmental protection legal system and increases environmental protection inspections, enterprises have increased their investment in environmental protection renovation. With the rising raw material costs, the total cost of production is continuously increasing, putting pressure on the profits of magnesium production companies.

On 8 October 2022, after more than two years of debt restructuring work, the provisional liquidation of REMT was officially revoked according to the court order.

主席報告書 Chairman's Statement

展望

「負重前行 任重道遠」

2022年11月，中國農業農村部制定了《到2025年化肥減量化行動方案》（「《方案》」）。《方案》提出，到2025年，中國著力實現進一步減少農用化肥施用總量，進一步提高有機肥資源還田量、測土配方施肥覆蓋率以及化肥利用率。這將意味著中國正處於加快推進農業綠色發展的重要戰略機遇期，穩糧保供任務更重、綠色發展要求更高、科學施肥需求更迫切等新形勢對化肥減量增效提出更高的要求，對中國複合肥行業技術水平提出更高要求，行業門檻將持續提升，也給肥料企業帶來了很多新機遇。

自2020年7月本公司向開曼群島大法院（「大法院」）申請委任共同臨時清盤人以來，本公司持續與債權人以及各方專業人士密切商討債務重組計劃。目前重組計劃方案已進入定稿階段，預計於2023年第2季度，本公司將呈請香港高等法院尋求命令的許可申請，召開正式債權人會議。然而，由於集團境外債務重組也直接或間接影響境內銀行對集團旗下企業的信貸融資，甚至引發部分銀行透過訴訟尋求法律解決，包括但不限於要求凍結、查封及拍賣企業資產以實現其債權，管理層正積極應對，並與債權人及法院磋商可行解決方案，希望能凝聚共識，最大限度減少對企業的影響。

致謝

本人謹代表本集團對各股東、董事會成員、客戶、銀行及合作夥伴和全體同仁一直以來對本集團的大力支持致以衷心的感謝，對債權人的理解和體諒表示由衷的感激，對集團全體員工的卓越表現致以誠摯的謝意。2023年，本公司將不忘初心，負重前行，努力解決企業在發展過程中產生的種種問題，竭誠促成境外與境內債務重組計劃順利實現。

池文富
主席

香港，2023年3月24日



PROSPECT

“Press on along the long and challenging road ahead, despite carrying heavy burdens”

In November 2022, the Chinese Ministry of Agriculture and Rural Affairs formulated the “Action Plan for Reduction and Control of Chemical Fertilisers Use by 2025” (“the Plan”). The Plan aims to reduce further the total amount of chemical fertilisers used in agriculture; increase the number of organic fertiliser resources applied to farmland; improve the coverage of soil testing and formula fertilisation; and enhance the utilisation rate of chemical fertilisers by 2025. It indicates that China is entering a critical strategic period for accelerating the development of green agriculture, with more demanding tasks of ensuring a stable food supply, higher requirements for green development, and more urgent needs for scientific fertilisation. It will place higher demands on the technology level of the compound fertiliser industry in China. The industry threshold will continue to rise, bringing many new opportunities and challenges for fertiliser companies.

Since the Company applied for the appointment of joint provisional liquidators to the Grand Court of the Cayman Islands (“the Grand Court”) in July 2020, we have worked closely with creditors and professional parties to discuss debt restructuring Scheme. The Scheme is now in the final drafting stage. The Company will expect to apply to the High Court of Hong Kong seeking an order for a leave to convene a formal creditors’ meeting in second quarter of 2023. However, the Group’s offshore debt restructuring is having a direct or indirect impact on the credit financing of its domestic subsidiaries by local banks. Some banks are even resorting to legal solutions such as litigation, freezing, sealing, and auctioning of subsidiaries’ assets to recover their debts. The management is proactively responding to this issue and working with creditors and courts to find feasible solutions. The goal is to reach the consensus and minimise the impacts on the subsidiaries.

ACKNOWLEDGMENTS

On behalf of the Group, I wish to thank our shareholders, Board members, customers, banks, business partners, and staff members for their great support for the Group over the past years. I would like to express my heartfelt gratitude towards our creditors for their understanding and patience, and convey my most sincere gratitude to all staff of the Group for their outstanding performance. In 2023, we will stay true to our original aspirations and carry on despite heavy burdens. We will work hard to solve various problems arising during the development process, and wholeheartedly promote the smooth implementation of the onshore and offshore debt restructuring scheme.

Chi Wen Fu

Chairman

Hong Kong, 24 March 2023



管理層討論及分析

Management Discussion and Analysis

業務回顧及分析

截至2022年12月31日止全年（「年內」），本集團整體收入達約531,605,000港元（2021年：約1,331,858,000港元），同比減少約60.1%。整體毛利率錄得12.3%（2021年：9.9%），稅後虧損約為1,055,367,000港元，比去年同期虧損約1,254,102,000港元減少約15.8%。農業肥料業務年內收入約為141,858,000港元（2021年：約904,013,000港元），同比減少約84.3%，其中包括品牌授權收入約為14,012,000港元。品牌授權是在市場劇烈波動的大環境下，本集團為保持一定的市場佔有率、品牌滲透性及產生額外收入採取的業務戰略。

直至2022年12月新冠政策開放，疫情已持續三年，年內多次出現反彈高峰，中國政府以及本公司上下採取嚴格的防疫措施。為避免新冠病毒的傳播，原料及產品的運輸實施閉環管理，對正常生產運營產生一定影響。2022年初爆發的俄烏戰爭更令全球肥料原材料及能源價格飆漲，使得本集團肥料生產的成本大幅增加，出現「麵粉比麵包貴」的成本倒掛現象。雖然下半年原材料價格快速下滑，但是採購時機與市場行情不匹配，成本倒掛的現實情況延續。複合肥受直接原料成本（氮、磷、鉀等）影響佔比高達70%，原料價格的大起大落，下遊客戶接受度有限，觀望態度濃厚，因而減少施用量，抑制需求。同時，自2020年7月以來，集團境外債務重組以及連累國內企業融資受阻，集團流動資金緊缺，也對肥料生產造成嚴重困擾。綜上，為有效調控肥料生產的流動資金及最小化市場波動產生的風險，本集團及時應對，調整並壓縮了肥料生產的產出規模，導致年內肥料銷售收入及毛利同比大幅減少，生產運營承壓。應對此等艱難情況，集團透過品牌授權，作為過渡性策略。

管理層將密切審視市場情況，不時調整品牌授權運營模式，及生產銷售安排，相互配合，以應對價格波動風險及控制成本、同時維持市場佔有率，並於適當時機，恢復產能，以達致利潤最大化。

BUSINESS REVIEW AND ANALYSIS

Throughout the year ended 31 December 2022 (the "Year"), the Group recorded an overall revenue of approximately HK\$531,605,000 (2021: approximately HK\$1,331,858,000), representing a year-on-year decrease of approximately 60.1%, with an overall gross profit margin of 12.3% (2021: 9.9%). The loss after tax was approximately HK\$1,055,367,000, representing an decrease of approximately 15.8% as compared with a loss of approximately HK\$1,254,102,000 for the same period of last year. Revenue from the fertiliser business during the Year was approximately HK\$141,858,000 (2021: approximately HK\$904,013,000), representing a year-on-year decrease of approximately 84.3%, which include brand licensing revenue accounted for approximately HK\$14,012,000. The Group adopted the brand licensing as a business model to maintain the market share and brand penetration, and generated additional revenues in the face of severe market fluctuations.

The COVID-19 pandemic lasted for three years until the policy was lifted in December 2022, during which the Chinese government and the Group implemented strict epidemic prevention measures. To prevent the spread of the novel coronavirus, raw materials and product transportation were managed within closed-loop systems, which impacted regular production and operation. The outbreak of the Russia-Ukraine War at the beginning of 2022 caused global fertiliser raw materials and energy prices to soar, resulting in a significant increase in the Group's production costs. The phenomenon of inverted costs appeared. Raw material prices fell rapidly in the second half of the year, but the cost inversion continued due to the mismatch between procurement timing and market conditions. Compound fertilisers are highly affected by direct raw material costs (nitrogen, phosphorus, potassium, and other raw materials), which account for up to 70% of the costs. The large fluctuations in raw material prices have resulted in limited adoption by downstream users in some regions with an intense atmosphere of wait-and-see, reduced usage, and suppressed demand. Since July 2020, the Group's offshore debt restructuring and onshore enterprise financing have been affected, leading to the tight liquidity, which caused significant problems for fertiliser production. The Group responded promptly to minimise the risks generated by market fluctuations by adjusting and compressing the output scale of fertiliser production, resulting in a significant year-on-year decrease in fertiliser sales revenues and gross profits, putting production and operation under pressure. To cope with such tough situation, the Group adopted brand licensing as transitional strategic move.

The management will closely monitor market conditions and make periodic adjustments to the brand licensing and operational models, as well as production and sales arrangements, in order to respond to price fluctuations and control costs while maintaining market share, and to resume production capacity in appropriate moment with the goal of maximizing profits.

管理層討論及分析 Management Discussion and Analysis

本集團通過「稀鎂科技」持有之鎂產品業務，年內收入為約383,899,000港元（2021年：約416,060,000港元），同比減少約7.7%，平均毛利率約12.1%（2021年：16.5%）。稀鎂科技的銷售收入減少主要由於2022年鎂錠價格的持續下跌，下游加工企業及貿易商謹慎下單，多以觀望為主，用戶採購也基本以少量剛需為主，需求疲軟。稀鎂科技的毛利率下降是由於鎂錠價格的持續下跌逼近生產成本，壓縮了盈利空間。同時，由於中國不斷完善環保法律體系及加大環保督察力度，企業環保改造投入加大，疊加原材料成本上揚，生產端的總成本不斷上升。鎂生產企業的利潤承壓。

Revenue from the magnesium product business held by the Group through REMT was approximately HK\$383,899,000 (2021: approximately HK\$416,060,000) during the Year, representing a year-on-year decrease of approximately 7.7%. Average gross profit margin was approximately 12.1% (2021: 16.5%). The decline in sales revenues of REMT was mainly due to the continuous decline in the price of magnesium ingots in 2022, which caused downstream processing enterprises and traders to be cautious in placing orders and mainly watch the market trend, resulting in weak demand. The decline in REMT's gross profit margin was due to the continuous decline in the price of magnesium ingots approaching production costs, which compressed the profit margin. As China continuously improves its environmental protection legal system and increases environmental protection inspections, enterprises have increased their investment in environmental protection renovation. The overall costs of production have continued to rise, putting pressure on profits of magnesium enterprises.

境外重組進展

自2020年7月本公司向開曼群島大法院（「大法院」）申請委任共同臨時清盤人以來，本公司一方面克服疫情肆虐所帶來的重重困難，維持有限度地運營，另一方面與債權人以及各方專業人士密切商討債務重組計劃。年內，共同臨時清盤人多次舉行債權人委員會會議，多次討論及修改臨時清盤與重組計劃。由於債權人人數眾多且涉及海外投資者，增加了重組工作的複雜性。目前重組計劃方案已進入定稿階段，預計於2023年第2季度，本公司將呈請香港高等法院尋求命令的許可申請，召開正式債權人會議。

PROGRESS OF THE OFFSHORE RESTRUCTURING

Since the Company applied to the Grand Court of the Cayman Islands (“the Grand Court”) for the appointment of joint provisional liquidators in July 2020, the Company has overcome various difficulties caused by the raging pandemic to maintain limited operations, while closely discussing debt restructuring plans with creditors and various professional parties. During the Year, the joint provisional liquidators have held several creditors' committee meetings to discuss and amend the Scheme. Due to the large number of creditors, including overseas investors, the restructuring work has become more complex. The Scheme is now in the final drafting stage. The Company will expect to apply to the High Court of Hong Kong seeking an order for a leave to convene a formal creditors' meeting in second quarter of 2023.

稀鎂科技方面，於2022年10月8日，歷經兩年多的債務重組工作成功完成，根據法庭命令，稀鎂科技的臨時清盤正式獲得撤銷。

In regards to REMT, on 8 October 2022, after more than two years of debt restructuring work, the provisional liquidation of REMT was officially revoked according to the court order.

由於境外債務重組也直接或間接影響境內銀行對集團旗下企業的信貸融資，甚至引發部分銀行透過訴訟尋求法律解決，包括但不限於要求凍結、查封及拍賣企業資產以實現其債權，管理層正積極應對，並與債權人及法院磋商可行解決方案，希望能凝聚共識，最大限度減少對企業的影響。

The Group's offshore debt restructuring is having a direct or indirect impact on the credit financing of its onshore subsidiaries by domestic banks. Some banks are even resorting to legal solutions such as litigation, freezing, sealing, and auctioning of subsidiaries' assets to recover their debts. The management is proactively responding to this issue and working with creditors and courts to find feasible solutions. The goal is to reach the consensus and minimise the impacts on the subsidiaries.

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山東紅日「退城入園」

山東紅日化工股份有限公司（「山東紅日」）響應和配合臨沂市羅莊區政府（「地方政府」）關於企業「退城入園」（「項目」）的要求，並享受山東省政府「退城入園」相關政策。自項目啟動至今，全部廠房已拆遷。隨後，山東紅日與地方政府簽署協議，由地方政府代為支付員工安置補償金（「安置補償金」）的工作已大致完成。目前，山東紅日正持續與地方政府相關部門商討進一步的操作方案，推進項目儘快實施。

展望

「成本壓力仍存 需求恢復需時」

受地緣政治和新冠疫情的影響，歐洲能源危機進一步發酵，能源危機對於化肥產業的衝擊巨大。由於能源成本飆升，全球化工龍頭都加入了減產的行列，多家歐洲化肥製造商均公告稱將進一步限制化肥產量。雖然俄烏戰爭和新冠疫情的影響在逐步減弱，戰後及疫後的恢復仍需時間，由此預測，原料供應壓力仍存，成本維持高位，但原料價格大幅度續漲的可能性較低，鬆動的走勢影響複合肥成本。

雖然在糧食安全戰略大背景下種植面積穩中有增，春季肥料需求量較大，但中國複合肥供應基數較大，暫不會出現大面積缺貨現象，因此買方（也就是我們的客戶）話語權偏高。從中長線看，客戶消化擔憂情緒，市場操作逐漸理性，需求的恢復尚需時日。

RELOCATION OF INDUSTRIES FROM CITY URBAN AREA TO INDUSTRIAL PARKS BY SHANDONG HONGRI

Shandong Hongri Chemical Joint Stock Company Limited (“Shandong Hongri”) has cooperated with Luozhuang District Government of Linyi City (“Local Government”) to respond to the requirements of “Relocation of Industries from City Urban Area to Industrial Parks” (“the Plan”). Shandong Hongri is benefited from the relevant policies of the Shandong Provincial Government on the Plan. All plants have been demolished since the launch of the Plan. Following that, Shandong Hongri signed an agreement with the Local Government. The payment of resettlement compensation (the “Resettlement Compensation”) to employees by the Local Government on behalf of Shandong Hongri has been substantially completed. Currently, Shandong Hongri has been persistently discussing with the local authorities for further instructions to propel the implementation of the Plan as soon as possible.

PROSPECT

“Cost pressure remains, and demand recovery takes time”

Affected by geopolitical tensions and the COVID-19 pandemic, the European energy crisis has further intensified, and the impact on the fertiliser industry is significant. Due to the surge in energy costs, leading global chemical companies have cut their production capacity, and several European fertiliser manufacturers have announced further restrictions on fertiliser production. Although the impacts of the Russia-Ukraine War and the COVID-19 pandemic are gradually weakening, post-war and post-pandemic recovery still take time. Therefore, it is predicted that the raw materials’ supply pressure will persist, and costs will remain high. But the possibility of a significant increase in raw material prices is low, affecting the costs of compound fertilisers.

In the context of the Country’s food security strategy, the planting area is stable with a slight increase, and the demand for spring fertilisation is large. However, the supply of compound fertilisers in China is also relatively large. There will not be a large-scale shortage of fertilisers. Therefore, the bargaining power of the buyers (namely, our customers) is relatively high. As customers digest their concerns in the medium and long term, market operations will gradually become more rational, and the demand recovery will take time.

管理層討論及分析 Management Discussion and Analysis

主要營運數據

年內之未經審核主要營運數據與2021年同期數據比較如下。下表所列的主要業務超過本集團年內總營業額的98%。

KEY OPERATIONAL DATA

Unaudited key operational data for the Year, together with the comparative figures for the corresponding period in 2021, are as follows. Main businesses listed below contributed over 98% of the Group's total revenue for the Year.

(a) 主要產品之銷售量：

		2022 噸 Tonnes	2021 噸 Tonnes	(減少) (Decrease) %
農業肥料業務	Fertiliser business			
來自生產	From production	35,572	326,887	(89.1)
來自品牌授權	From brand licensing	106,029	–	–
		141,601	326,887	(56.7)
鎂產品業務	Magnesium product business	11,098	16,901	(34.3)

(a) Sales volume of major products:

(b) 生產之主要產品平均售價：

		2022 港元／噸 HK\$/Tonne	2021 港元／噸 HK\$/Tonne	增加 Increase %
農業肥料業務	Fertiliser business	3,594	2,766	29.9
鎂產品業務	Magnesium product business	34,592	24,577	40.7

(b) Average selling price of major products produced:

(c) 生產之主要產品毛利率：

		2022 %	2021 %	增加／(減少) 百分點 Increase/ (Decrease) Percentage point
農業肥料業務	Fertiliser business	6.5	7.7	(1.2)
鎂產品業務	Magnesium product business	12.1	16.5	(4.4)
本集團之整體	The Group's overall performance	12.3	9.9	2.4

(c) Gross profit margin of major products produced:

管理層討論及分析

Management Discussion and Analysis

財務回顧

營運收入及毛利

本集團今年錄得收益約531,605,000港元(2021年:約1,331,858,000港元),較去年減少60.1%。其中,本集團的雙核心業務:肥料業務及鎂產品業務分別佔約26.7%及72.2%(2021年:約67.9%及31.2%)。

農業肥料業務本年收入約141,858,000港元(2021年:約904,013,000港元),同比減少約84.3%。年初開始之地緣政治衝突導致能源及原材料價格大幅上漲,亦令複合肥均價攀升至五年高位,客戶消化價格壓力有限,需求受抑制,毛利率被大幅擠壓,甚至出現複合肥生產成本與價格倒掛。加上本集團仍在進行境外債務重組,資金不充裕,因此本集團調整及壓縮了出產規模,本年之銷量僅約35,572噸(2021年:326,887噸),同比下降約89.1%,毛利率約6.5%(2021年:約7.7%),同比減少約1.2個百分點。為降低原材料價格大幅波動及疫情反彈所帶來的營運風險,同時保持市場佔有率及品牌滲透性,本集團開啓了品牌授權運營模式,年內品牌授權之授權量約106,029噸,收入約14,012,000港元。總肥料銷量及授權量共約141,601噸,同比下降約56.7%。

FINANCIAL REVIEW

OPERATING INCOME AND GROSS PROFIT

The Group recorded a revenue of approximately HK\$531,605,000 during the Year (2021: approximately HK\$1,331,858,000), being a decrease of approximately 60.1% YoY. Of which, the Group's dual core businesses: fertiliser business and magnesium product business accounted for approximately 26.7% and 72.2% (2021: approximately 67.9% and 31.2%) respectively.

During the Year, revenue from fertiliser business was approximately HK\$141,858,000 (2021: approximately HK\$904,013,000), decreased by approximately 84.3% YoY. The geopolitical conflict since the beginning of the Year has led to a sharp rise in energy and raw materials. Average price of compound fertilisers also climbed to five-years height. Price pressure absorption by customers is limited and demand suppressed, gross profit margins were greatly squeezed, productions costs and prices of compound fertilisers even became inverted. In addition, the Group is still undergoing overseas debt reorganization and fund is insufficient. The Group therefore adjusted and compressed its production scale. Sale quantity for the year is 35,572 tonnes (2021: 326,887 tonnes), being a decrease of 89.1% YoY, gross profit margin was approximately 6.5% (2021: approximately 7.7%), decreased of approximately 1.2 percentage points YoY. In order to reduce the operational risks bought about by high volatility in raw material prices and rebound of COVID-19, while maintaining a certain market share and brand penetration, the Group adopted the brand licensing model. During the year, quantity licensed from brand licensing amounted to approximately 106,029 tonnes, with revenue of HK\$14,012,000. Total sales and licensed quantity of fertilisers during the Year amounted to approximately 141,601 tonnes, being a decrease of approximately 56.7% YoY.

管理層討論及分析 Management Discussion and Analysis

年內，鎂產品業務收入約為383,899,000港元（2021年：約416,060,000港元），同比減少約7.7%。營收下降主要是由於2022年中國鎂錠市場的低迷，儘管鎂錠平均價格同比增長了近20%。鎂錠的售價在經歷過2021年的暴漲後進入了下降通道，下游加工企業和貿易商持謹慎態度，限制了公司的生產和物流。加之地緣政治緊張和中國嚴格的防疫措施，國內和國際鎂原材料的需求均出現了疲軟，導致集團鎂產品的銷售總量從2021年的16,901噸降至2022年的11,098噸，進而導致營收下降。此外，鎂生產企業的生產成本仍然居高不下，主要是由於環保升級和原材料成本上漲的原因，鎂生產企業的利潤承壓。儘管鎂價格持續下跌，市場期待經濟形勢的改善能給鎂產業帶來新的利好。但是，當前的需求沒有顯著改善，加劇了下游生產成本的壓力，削弱了鎂原材料的需求。因此，集團的毛利率從2021年的16.5%下降至2022年的12.1%。

其他收益或虧損淨額

其他收益或虧損淨額約16,595,000港元（2021年：約49,082,000港元），同比減少約66.2%。去年衍生金融負債之公允值收益約為11,905,000港元，今年只約為18,000港元。另因產銷量減少，廢料銷售亦同比減少約8,904,000港元。

銷售及市場推廣費用

銷售及市場推廣費用約7,839,000港元（2021年：約34,377,000港元），主要包括市場業務費用、銷售人員工資及銷售運輸費用。銷售及市場推廣費用的下跌主要因同比銷量下降。

During the Year, revenue from magnesium products business was approximately HK\$383,899,000 (2021: approximately HK\$416,060,000), decreased by approximately 7.7% YoY. This decline in revenue was primarily due to the downturn in China's magnesium ingot market in 2022, despite the average price of magnesium ingot increasing almost 20% year-over-year. The selling prices of magnesium ingot entered a downward trend after a sharp rise in 2021, and downstream processing companies and traders were cautious, limiting production and logistics of companies. This, coupled with geopolitical tensions and China's strict epidemic prevention and control measures, weakened demand for magnesium raw materials domestically and internationally. As a result, the total sales volume of magnesium products of the Group decreased to 11,098 tonnes in 2022 from 16,901 tonnes in 2021, resulting in the drop in revenue. Additionally, the production costs of magnesium remained high due to environmental protection upgrades and rising raw material costs, putting pressure on the profits of magnesium production enterprises. Despite the ongoing decline in magnesium prices, the market expects that improving economic conditions will bring positive developments to the magnesium industry. However, the current demand has not significantly improved, exacerbating the pressure on downstream production costs, and weakening demand for magnesium raw materials. Thus, the gross profit margins decreased from 16.5% in 2021 to 12.1% in 2022.

OTHER GAINS OR LOSSES, NET

Other net gains or losses were approximately HK\$16,595,000 (2021: approximately HK\$49,082,000), a decrease of approximately 66.2% YoY. Last year, there was a fair value gain arising from the derivative financial liabilities of approximately HK\$11,905,000 while this year it was only HK\$18,000. Besides, the sale of scrap raw materials also decreased by approximately HK\$8,904,000 YoY due to the decrease in production and sales.

SELLING AND MARKETING EXPENSES

Selling and marketing expenses were approximately HK\$7,839,000 (2021: approximately HK\$34,377,000), which mainly consisted of market operating expenses, sales staff salaries, and sales and distribution expenses. The decrease in selling and marketing expenses was mainly due to decrease in sales quantity as compare to last period.

管理層討論及分析

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行政開支

行政開支主要包括員工薪酬折舊及攤銷及專業費用。年內之行政開支約為395,525,000港元（2021年：約205,813,000港元），同比增加約92.2%。增加主要為山東紅日退城入園項目的安置補償金撥備約82,656,000港元。另外，因開工不足，部分非直接生產成本的折舊及攤銷費用被分類為行政費用。

債務重組之收益

稀鎂科技的債權人計劃已於年內正式生效，稀鎂科技的外部負債約377,622,000港元已獲解除，以置換稀鎂科技5年期可換股債券和借款合共約207,286,000港元，及承讓稀鎂科技計劃股份約29,630,000港元，因此140,706,000港元獲確認為債務重組之收益。詳情可見財務報表附註10。

財務費用

財務費用約191,776,000港元（2021年：約200,301,000港元），同比減少約4.3%。稀鎂科技的債權人計劃已於年內正式生效，因此消除了其與離岸債務有關的任何進一步違約利息的確認。

所得稅抵免

年內之所得稅抵免為6,365,000港元（2021年：約5,605,000港元），同比增加約13.6%。隨著收入和利潤減少，中國企業所得稅亦相應減少。

ADMINISTRATIVE EXPENSES

Administrative expenses mainly included staff compensation, depreciation and amortisation and professional expenses. Administrative expenses during the Year amounted to approximately HK\$395,525,000 (2021: approximately HK\$205,813,000), representing a YoY increase of approximately 92.2%. The increase mainly represent the provision of approximately HK\$82,656,000 for the Resettlement Compensation for Shandong Hongri's relocation Plan. In addition, part of the depreciation and amortisation expenses had been classified as administrative expenses from indirect production costs due to below capacity.

GAIN ON DEBT RESTRUCTURING

REMT Creditors' Scheme was approved and effective during the year, REMT's external liabilities of approximately HK\$377,622,000 have been discharged by replacement with REMT 5-years convertible bonds and borrowings in the aggregate amount of approximately HK\$207,286,000, and transfer of REMT scheme shares of approximately HK\$29,630,000, therefore HK\$140,706,000 has been recognised as gain on debt restructuring. For details, please see Note 10 to the financial statements.

FINANCE COSTS

Finance costs were approximately HK\$191,776,000 (2021: approximately HK\$200,301,000), representing an decrease of approximately 4.3% YoY. REMT has effectively implemented of the REMT Creditors' Scheme, which eliminated the recognition of any further default interests in respect of the offshore debt of REMT.

INCOME TAX CREDIT

The income tax credit for the Year was approximately HK\$6,365,000 (2021: approximately HK\$5,605,000), representing a YoY increase of approximately 13.6%. PRC Enterprises Income Tax decreased as a result of decrease in revenue and profit.

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引致年內虧損之重大項目

年內，本集團確認以下之資產減值及撥備合共645,913,000港元（2020年：約1,008,722,000港元）：

1. 非流動資產減值

截至2022年12月31日止年度，本集團管理層檢討本集團因不利的市場環境、營運資金受制約及本集團境外債務重組而表現不佳且出現虧損的兩個現金產生單位，即農業肥料業務及煉鋼熔劑業務分部（「現金產生單位1」）以及鎂產品業務分部（「現金產生單位2」）。

於2022年12月31日，本集團委聘獨立估值師對本集團現金產生單位1及現金產生單位2進行估值。本年度，現金產生單位1及現金產生單位2已分別確認減值348,965,000港元（2021年：652,034,000港元）及61,530,000港元（2021年：183,577,000港元），合共410,495,000港元（2021年：835,611,000港元）。

詳情可見財務報表附註23。

MATERIAL ITEMS CONTRIBUTED TO LOSS FOR THE YEAR

During the Year, the Group recognised the following impairment and allowance on assets in aggregate of HK\$645,913,000 (2020: approximately HK\$1,008,722,000):

1. Impairment of non-current assets

During the year ended 31 December 2022, the management of the Group reviewed that two cash-generating unit of the Group, fertiliser business and metallurgical flux business segment (“CGU 1”) and magnesium product business segment (“CGU 2”) underperformed and incurred losses due to the unfavourable market conditions and constraints to working capital and offshore debt restructuring of the Group.

The Group engaged independent valuer to perform the valuations of CGU 1 and CGU 2 of the Group as at 31 December 2022. Impairment of HK\$348,965,000 (2021: HK\$652,034,000) and HK\$61,530,000 (2021: HK\$183,577,000) have been recognised for CGU1 and CGU2 respectively, totally HK\$410,495,000 (2021: HK\$835,611,000) for the year.

For details, please see Note 23 to the financial statements.

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2. 貿易應收款項、按金及其他應收款項之預期信貸虧損撥備

根據香港財務報告準則第9號，企業被要求入賬其預期於其發出發票當日發生之虧損並修訂其對於其獲得支付之前之虧損之估計。預期信貸虧損之概念指企業被要求檢討當前及未來之經濟狀況對虧損金額之影響。然而，這並非指該等虧損實際已經發生，亦非指在未來年度該等虧損會發生。反而，預期信貸虧損反應於報告日期可用之信息，並需在各財政年度作出評估。本集團委任獨立估值師評估截至2022年12月31日之貿易應收款項、按金及其他應收款項之預期信貸虧損。受到新冠疫情持續影響，本集團應收款項收款嚴重推遲。因此，就本年度作出撥備約235,418,000港元(2021年：約173,111,000港元)。

詳情可見財務報表附註27及28。

2. Allowance for expected credit losses on trade receivables, deposit and other receivables

Under HKFRS 9, companies are required to account for what they expect the loss to be on the day they issue the invoice and revise their estimate of that loss until the date they get paid. The concept of expected credit losses (ECLs) means that companies are required to look at how current and future economic conditions impact the amount of loss. However, it does not mean that such losses had actually occurred nor should happen in coming years. Instead, ECLs reflect information available at the reporting date and it should need to be assessed for each financial year. Independent valuers were engaged by the Group to assess the ECLs for the trade receivables, deposits and other receivables as at 31 December 2022. Affected by the ongoing COVID-19 epidemic, the Group's receivables collection was significantly delayed. Therefore, an allowance of approximately HK\$235,418,000 (2021: approximately HK\$173,111,000) was made for the Year.

For details, please see Notes 27 and 28 to the financial statements.

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利潤

年內，本集團的稅後虧損約1,055,367,000港元（2021年：約1,254,102,000港元），同比減少約15.8%。

若扣除非經常性之資產減值及撥備合共約645,913,000港元（2021年：約1,008,722,000港元），就實施山東紅日搬遷計劃確認安置補償金撥備約82,656,000港元（2021年：零港元），債務重組之收益約140,706,000港元（2021年：零港元），財務擔保負債公允值變動虧損約39,045,000港元（2021年：約250,000港元），經調整年內經營性之稅後虧損約為428,459,000港元（2021年：約245,130,000港元），同比增加約74.8%。年內虧損增加主要因為肥料業務銷售收入減少約84.3%。

董事會謹此強調，(i)非流動資產減值和撥備及預期信貸虧損撥備乃根據採納多項假設的前瞻性模型作出，其並非指已經產生的虧損；及(ii)安置補償金撥備屬非經常性，而本公司預期未來將不須就安置補償金作出進一步的重大撥備。

本集團將繼續關注市場動態，也將會因應市場狀況等多重因素適時調整其業務策略，降低相應的價格波動風險，以期帶動業績回升。此外，董事會亦正在採取若干措施改善及加強本集團之運營管理。當中包括(i)內部資本及債務重組，以及尋求潛在投資者參與籌資計劃；及／或(ii)對資本投資及運營採取進一步之成本控制措施，以降低本集團之整體運營成本。

本公司將繼續致力於爭取債權人的積極反饋，以支持該計劃，重組計劃進程如有重大進展，本公司將另行刊登公佈。

MARGIN

During the Year, the Group's after-tax loss was approximately HK\$1,055,367,000 (2021: approximately HK\$1,254,102,000), representing a YoY decrease of approximately 15.8%.

If excluding the non-recurring impairment and allowance on assets in aggregate of approximately HK\$645,913,000 (2021: approximately HK\$1,008,722,000) and the recognition of a provision for the Resettlement Compensation of approximately HK\$82,656,000 (2021: HK\$Nil) in relation to the implementation of the relocation Plan of Shandong Hongri, the gain on debt restructuring of approximately HK\$140,706,000 (2021: HK\$Nil) and change in fair value of financial guarantee liabilities of approximately HK\$39,045,000 (2021: approximately HK\$250,000), the adjusted after-tax loss from operations for the Year was approximately HK\$428,459,000 (2021: 245,130,000), being an increase of 74.8% YoY. The increase in adjusted loss was mainly due to the decrease in the revenue from the Group's fertilisers business by 84.3%.

The Board wishes to emphasize that (i) the impairment and allowance on non-current assets and allowance of ECL is made on a forward-looking model based on various assumptions, which does not represent losses that have already been incurred; (ii) the provision for the Resettlement Compensation is non-recurring and the Company does not expect further substantial provision will be made for the Resettlement Compensation.

The Group will continue to monitor the market movements and will timely adjust its business strategies in response to various market conditions so as to minimise the associated price risk and for resumption of performance. In addition, the Board is also taking various measures to improve and strengthen the operation and management of the Group. These measures include (i) restructuring internal capital and debt, and seeking potential investors to participate in fundraising plans; and/or (ii) taking further cost control measures on capital investment and operation to reduce the overall operating costs of the Group.

The Company is committed to continuing seeking positive feedbacks from creditors to support the plan and will make further announcements in respect of any substantial development of the restructuring plan.

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末期股息

董事會並無建議派付截至2021年12月31日止年度末期股息(2020:無)。

可能的債務重組及就重組用途委任共同臨時清盤人

本集團過去多年來在肥料業務、煉鋼熔劑業務及鎂產品業務方面一直保持強勁的增長和盈利能力。然而，來勢汹汹的新冠肺炎疫情爆發，加上中國政府採取史上最嚴的疫情防控措施，受嚴峻疫情影響，集團主要業務不能正常營運或僅限度營運，訂單減少及應收賬款回收周期延長，導致本集團在2020年上半年的盈利能力和流動資金大幅下降。由於全球性新冠肺炎疫情持續蔓延及中美關係緊張升級，對本公司為票據和其他借貸進行再融資的能力產生不利影響，導致於2020年7月3日到期的本金金額為101,750,000新加坡元之後償票據出現贖回違約。

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: Nil).

POSSIBLE DEBT RESTRUCTURING AND THE APPOINTMENT OF JOINT PROVISIONAL LIQUIDATORS FOR RESTRUCTURING PURPOSES

Historically, the Group has enjoyed strong growth and profitability over a number of years in its fertiliser business, metallurgical flux business, and magnesium product business. However, the raging COVID-19 outbreak and the Chinese Government's epidemic prevention and control measures that are considered to be the most rigorous measures in history have led to key businesses either not operating normally or only operating on a limited basis. These conditions had resulted in decrease in orders and longer receivable collection cycles and has led to a material reduction in the Group's profitability and liquidity in the first half of 2020. The spread of the epidemic across the world, and the rising tensions between the United States of America and mainland China have adversely affected the Company's ability to refinance the Notes and other borrowings, leading to the default in the redemption of its subordinated notes in the principal amount of SGD101,750,000 that matured on 3 July 2020.

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為促進其債務重組從而取得法定延緩以禁止未經法庭准許下對本公司展開或持續進行任何訴訟，於2020年7月2日（開曼群島時間）本公司已向開曼群島大法院（「大法院」）提交清盤呈請（「呈請」）及申請就重組用途委任安永企業財務服務有限公司的閻正為先生及蘇潔儀女士、Ernst & Young Ltd.的Roy Bailey先生以及EY Cayman Ltd.的Tammy Karina Fu女士（統稱為「共同臨時清盤人」）為本公司「非強制」共同臨時清盤人，並授予其共同及個別行事之權力。本公司之附屬公司稀鎂科技亦已就同一目的向百慕達最高法院作出類似申請。

「非強制」原則行事，即董事會仍將繼續管理本公司及維持集團日常運作，而共同臨時清盤人會與公司管理層一起致力於監督、督導和監察集團整體進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。

共同臨時清盤人申請已於2020年7月14日（開曼群島時間）於大法院進行聆訊。大法院頒布一項命令，委任共同臨時清盤人並即時生效。

於2020年8月18日，大法院向香港高等法院發出請求書（「請求書」），要求在香港承認共同臨時清盤人的任命和權力，以（其中包括）制定並提出重組計劃，致使本公司能夠繼續持續經營。大法院亦於當日接受其中一位共同臨時清盤人閻正為先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及蘇潔儀女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月26日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月28日，香港高等法院已批准該申請。

In order to facilitate a restructuring of its debts with the benefit of a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of court, the Company has filed on 2 July 2020 (Cayman Islands time) to the Grand Court of the Cayman Islands (the “Grand Court”) a winding up petition (“Petition”) together with the application for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd., and Ms. Tammy Karina Fu of EY Cayman Ltd. (collectively, the “JPLs”) as the “light-touch” joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally. REMT, a subsidiary of the Company, has also made a similar application to the Supreme Court of Bermuda for the same purpose.

A “light touch” basis is that the Board will retain management of the Company and maintain the operation of the Group, while the JPLs will work alongside the Company’s management to monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange.

The JPLs Application was heard before the Grand Court on 14 July 2020 (Cayman Islands time). The Grand Court granted an order that the JPLs have been appointed with immediate effect.

On 18 August 2020, the Grand Court issued a letter of request (“LOR”) to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Grand Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 26 August 2020 for the recognition of the appointment and powers of the JPLs pursuant to the LOR. On 28 August 2020, the High Court of Hong Kong has approved the said application.

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共同臨時清盤人於2020年10月28日向新加坡共和國高等法院（「新加坡高等法院」）提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年11月30日，新加坡高等法院已批准該申請。

於2020年12月23日，新加坡票據持有人成立了非正式指導委員會（「非正式指導委員會」）。於2021年3月7日，非正式指導委員會委任了一家獨立財務顧問（「獨立財務顧問」），與其共同列席債權人委員會，並推進後續相關工作。

於2021年及2022年，共同臨時清盤人多次舉行債權人委員會會議，討論臨時清盤與重組計劃的進展。誠如本公司於2022年1月18日公告所述，根據向公司及其某些子公司的聯合債權人委員會提出的擬議方案（「擬議方案」）的主要條款，擬議方案將包括三個資產，包括：(i) 本公司持有的稀鎂科技已發行股本的20%；(ii) 自世紀陽光（漳州）生態科技有限公司，本公司的全資子公司所擁有的中國漳州土地的出售淨收益（在扣除所有有關稅費和匯款相關費用和開支後）；和(iii) 自山東紅日的土地資產變現後，Acronagrotrans Ltd.（山東紅日的直接控股公司）從山東紅日所應獲得的股息支付權益（在扣除所有有關稅費和匯款相關費用和開支後）。擬議方案需獲得有關法院的批准後，及已裁定和確定的債務完全償還後，上述資產的任何剩餘餘額，將轉移到稀鎂科技計劃公司以解決稀鎂科技債權人的債權。

上述安排可能構成公司根據上市規則的須予披露交易，公司須適時遵守適用的上市規則要求。公司將在適當時發佈進一步的公告，以更新公司股東和潛在投資者有關擬議方案的進展情況。

An application has been filed by the JPLs to the High Court of the Republic of Singapore (the “Singapore High Court”) on 28 October 2020 for the recognition of the appointment and powers of the JLPs pursuant to the LOR. On 30 November 2020, the Singapore High Court has approved the said application.

On 23 December 2020, the Singapore Noteholders have established the informal steering committee (the “ISC”). On 7 March 2021, the ISC has appointed an independent financial advisor (the “IFA”), who sits on the creditors’ committee, together with the ISC, to proceed the follow-up work.

In 2021 and 2022, the JPLs have held several creditors’ committee meetings to discuss the development of the provisional liquidation and restructuring scheme. As disclosed in the announcement of the Company dated 18 January 2022, pursuant to the heads of terms of the proposed scheme (the “Proposed Scheme”) presented to the combined creditors’ committee of the Company and certain subsidiaries of the Company, will include three assets in the Proposed Scheme, including (i) firstly, 20% of the issued shares capital of REMT held by the Company; (ii) secondly, the entitlement to receive net sale proceeds (after deduction of all relevant tax, costs and expenses incidental to remittance) from the sale of land in Zhangzhou, the PRC owned by Century Sunshine (Zhangzhou) Ecological Technology Limited, a wholly-owned subsidiary of the Company; and (iii) thirdly, the entitlement to the dividend payments (after deduction of all relevant tax, costs and expenses incidental to remittance) receivable by Acronagrotrans Ltd. (an immediate holding company of Shandong Hongri) from Shandong Hongri after the realisation of the land assets owned by Shandong Hongri. Subject to the sanctioning of the Proposed Scheme by the relevant courts, any remaining balance of the abovementioned assets, after the debts as adjudicated and admitted under the Proposed Scheme are fully repaid, will be transferred to the scheme company of REMT for settlement of the claims against the creditors of REMT.

The above arrangements may constitute notifiable transaction(s) of the Company under the Listing Rules and the Company will comply with the applicable requirements under the Listing Rules as and when appropriate. The Company will publish further announcement(s) to update the shareholders and potential investors of the Company on the progress of the Proposed Scheme as and when appropriate.

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由於債權人人數眾多且涉及海外投資者，增加了重組工作的複雜性。任何該計劃的制定以及實施須受必要多數債權人的同意以及大法院，香港高等法院，及／或其他相關司法區（如需要）的適用批准。

由於境外債務重組也直接或間接影響境內銀行對集團旗下企業的信貸融資，甚至引發部分銀行透過訴訟尋求法律解決，包括但不限於要求凍結、查封及拍賣企業資產以實現其債權，管理層正積極應對，並與債權人及法院磋商可行解決方案，希望能凝聚共識，最大限度減少對企業的影響。

本公司亦正在採取若干措施改善及加強本集團之運營管理。當中包括(i)內部資本及債務重組，以及尋求潛在投資者參與籌資計劃；及／或(ii)對資本投資及運營採取進一步之成本控制措施，以降低本集團之整體運營成本。本公司將繼續致力於爭取債權人的積極反饋，以支持計劃。

大法院並進一步命令，呈請將延後至2023年4月25日（星期二）（開曼群島時間）進行聆訊。此外，預計於2023年第2季度，本公司將呈請香港高等法院尋求命令的許可申請，召開正式債權人會議。

重組計劃進程如有重大進展，本公司將另行刊登公佈。

Due to the large number of creditors, including overseas investors, the restructuring work has become more complex. Any determination and implementation of such scheme shall be subject to the agreement of the requisite majorities of creditors and the applicable approval(s) of the Grand Court, the High Court of Hong Kong, and/or other relevant jurisdictions, if necessary.

The Group's offshore debt restructuring is having a direct or indirect impact on the credit financing of its onshore subsidiaries by domestic banks. Some banks are even resorting to legal solutions such as litigation, freezing, sealing, and auctioning of subsidiaries' assets to recover their debts. The management is proactively responding to this issue and working with creditors and courts to find feasible solutions. The goal is to reach the consensus and minimise the impacts on the subsidiaries.

The Company is also taking various measures to improve and strengthen the operation and management of the Group. These measures include (i) restructuring internal capital and debt, and seeking potential investors to participate in fundraising plans; and/or (ii) taking further cost control measures on capital investment and operation to reduce the overall operating costs of the Group. The Company will continue to seek positive feedbacks from the creditors to support the scheme.

As further ordered by the Grand Court, the hearing of the Petition will be adjourned to be held on Tuesday, 25 April 2023 (Cayman Islands time). In addition, the Company will expect to apply to the High Court of Hong Kong seeking an order for a leave to convene a formal creditors' meeting in second quarter of 2023.

The Company will make further announcements in respect of any substantial development of the restructuring scheme.

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稀鎂科技債權人計劃

誠如日期為2022年1月18日的稀鎂科技之公佈所披露，稀鎂科技建議實施稀鎂科技債權人計劃，其中包括(i)延長期限選擇權；(ii)可換股債券置換選擇權；及(iii)上述兩個選擇權的組合。每名具有稀鎂科技受理申索之稀鎂科技計劃債權人有權在其稀鎂科技受理申索的總價值範圍內，於上述(i)、(ii)及(iii)選擇權之間進行選擇。

為確保稀鎂科技於延長期限選擇權下的還款責任，在本公司建議計劃悉數及最終清償結欠本公司債權人的所有負債後，本公司將以稀鎂科技計劃公司為受益人向稀鎂科技提供一項財務援助，即稀鎂科技之建議計劃潛在還款以及潛在公司擔保。稀鎂科技債權人計劃之進一步詳情已披露於稀鎂科技之公佈。

於2022年3月1日，稀鎂科技召開的計劃會議的續會上，稀鎂科技債權人計劃已獲得法定所需的多數計劃債權人的批准。

誠如稀鎂科技日期為2022年5月3日的通函（「稀鎂科技通函」）及日期為2022年5月27日的稀鎂科技公告所進一步披露，稀鎂科技的債權人計劃已獲香港高等法院核准。

債權人計劃已於2022年5月31日生效，而根據計劃管理人提供的資料，計劃債權人的受理申索總額為763,285,097港元。誠如稀鎂科技通函所披露，所有計劃債權人必須在意願表態表格（「意願表態表格」）中表明彼等對其受理申索重組方式的意願（即通過延長期限選擇權或可換股債券置換選擇權或兩者的組合）及於意願表態日期前（即2022年7月25日）交回意願表態表格至計劃管理人。截至意願表態日期，計劃管理人已收到所有計劃債權人發出的意願表態表格。

REMT CREDITORS' SCHEME

As disclosed in the REMT announcement dated 18 January 2022, REMT proposed to implement the REMT Creditors' Scheme, which comprises (i) the Term Extension Option; (ii) the Convertible Bonds Swap Option; and (iii) a combination of the aforementioned two options. Each REMT Scheme Creditor with REMT Admitted Claims is entitled, to the extent of the total value of his/her/its REMT Admitted Claim(s), to elect among options (i), (ii) and (iii) above.

In order to secure the REMT's payment obligations under the Term Extension Option, a financial assistance, namely the potential repayment under the proposed scheme of REMT and potential corporate guarantee, will be provided to REMT in favour of the REMT Scheme Company by the Company upon the full and final settlement of all liabilities owed to the Company's creditors under the Proposed Scheme of the Company. Further details on the REMT Creditors' Scheme were disclosed in the REMT announcement.

On 1 March 2022, the REMT Creditors' Scheme was approved by the requisite statutory majorities of the scheme creditors at the adjourned scheme meeting convened by REMT.

As further disclosed in the REMT's circular dated 3 May 2022 (the "REMT Circular") and the REMT's announcement dated 27 May 2022 respectively, the REMT's creditors' scheme has been sanctioned by the Hong Kong High Court.

The creditors' scheme has become effective on 31 May 2022 and based on the information provided by the scheme administrators, the total amounts of the admitted claims of the scheme creditors were HK\$763,285,097. As disclosed in the REMT's Circular, all the scheme creditors must indicate their preference in the preference indication forms (the "Preference Indication Forms") for the manner of the restructuring of their admitted claims (i.e. by the term extension option or the convertible bonds swap option or a combination of both) and return the Preference Indication Forms to the scheme administrators by the preference indication date (i.e. 25 July 2022). As of the preference indication date, the scheme administrators have received the Preference Indication Forms from all scheme creditors.

管理層討論及分析 Management Discussion and Analysis

綜上所述及根據債權人計劃的條款，稀鎂科技已於2022年8月5日發行65,843,900股計劃股份用於支付根據延期選擇權應付的利息和計劃成本及本金為458,389,736港元的可換股債券解決部分稀鎂科技受理申索。稀鎂科技受理申索的餘額304,895,361港元，將通過延長期限選擇權進行結算，該選擇權將延長已受理申索的償還期限五年。本公司間接於稀鎂科技持有的權益百分比隨著計劃股份的發行由72.31%攤薄至60.26%。

於2022年10月8日，歷經兩年多的債務重組工作成功完成，根據法庭命令，稀鎂科技的臨時清盤正式獲得撤銷。

認可令

根據開曼群島公司法第99章，清盤開始後就本公司財產（包括據法權產）作出的任何產權處置，以及本公司任何股份（「股份」）轉讓，或本公司成員地位的變更均屬無效，除非大法院另行命令。

經審慎考慮本公司的現時情況及事務狀況後，董事會已尋求法律顧問的意見並認為目前無需在此階段申請認可令。本公司將不時評估情況，並根據情況的發展採取必要的措施。

本公司將於適當時候就涉及呈請的任何重大進展刊發進一步公佈。

Based on the above and pursuant to the terms of the creditors' scheme, the REMT has issued 65,843,900 scheme shares for payment of the interest payable under the Term Extension Option and the scheme costs and convertible bonds in the principal amount of HK\$458,389,736 to settle part of the REMT Admitted Claims on 5 August 2022. The remaining balance of the REMT Admitted Claims of HK\$304,895,361 were settled by the Term Extension Option which the repayment period of such admitted claims will be extended by five years. The percentage of interest indirectly held by the Company in REMT was so diluted from 72.31% to 60.26% following the issue of the scheme shares.

After more than two years of debt restructuring work, the provisional liquidation of REMT has been officially revoked in accordance with the court order on October 8, 2022.

VALIDATION ORDER

Pursuant to Section 99 of the Cayman Islands Companies Law, any disposition of the property of the Company, including things in action, and any transfer of shares of the Company (the "Shares"), or alteration in the status of the members of the Company, made after the commencement of the winding up, shall, unless the Grand Court otherwise orders, be void.

The Board has sought the legal counsel's advice and after due and careful consideration of Company's current circumstances and state of affairs, it is of the view that there is currently no need to apply for a validation order at this stage. The Company will evaluate the situation from time to time and take such steps as may be required as circumstances evolve.

Further announcement(s) in relation to any material development of the Petition will be made by the Company as and when appropriate.

管理層討論及分析

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流動資金、負債及財務資源

本集團於2022年的流動資金主要來自年內經營業務所產生的現金。於2022年12月31日，本集團之銀行及現金結餘合共約為港元86,369,000港元(2021年：112,528,000港元)。

於2022年12月31日，本集團之總借貸約為1,963,590港元，較2021年之約2,146,074,000港元減少約8.5%，主要因人民幣貶值稀鎂科技債權人計劃生效所致。本集團於2022年之負債比率(總借貸除資產總值)約為45.0%(2021年：36.3%)。

對持續經營不發表意見

在本公司及其附屬公司(統稱「本集團」)截至2022年12月31日止年度之綜合財務報表中，本公司核數師就與持續經營基準有關之重大不明朗因素出具不發表意見聲明(「不發表意見聲明」)，因為彼等未能取得充足適當審核憑證以就管理層以持續經營為基準編製綜合財務報表之適當性作出結論，這是由於管理層有關其持續經營評估之未來行動計劃(「行動計劃」)尚未落實，因此彼等就本集團綜合財務報表之業績出具不發表意見聲明。

管理層正竭盡全力於2022年協定並執行行動計劃。經考慮建議重組之成功及持續實施，管理層及董事均信納本集團將有足夠的營運資金來履行其在可預見的未來到期的財務義務，因此，按持續經營基準編製本集團綜合財務報表乃合宜之舉。根據不發表意見聲明，管理層估計本集團之財務狀況不會受到重大影響，原因是持續經營事宜可透過所制定之行動計劃解決。

LIQUIDITY, LIABILITIES AND FINANCIAL RESOURCES

The Group's liquidity in 2022 was mainly derived from cash generated from business operations during the Year. As at 31 December 2022, total amount of bank and cash balances of the Group was approximately HK\$86,369,000 (2021: HK\$112,528,000).

As at 31 December 2022, the Group's total borrowings was approximately HK\$1,963,590, decreased by approximately 8.5% as compared to that of 2021 of approximately HK\$2,146,074,000, which was mainly due to the depreciation of RMB and the effective of the Rent Creditor's Scheme. The Group's gearing ratio (calculated by total borrowings over total assets) was approximately 45.0% in 2022 (2021: 36.3%).

DISCLAIMER OPINION RELATING TO GOING CONCERN

In the consolidated financial statements of the Company and its subsidiaries (together as the "Group") for the year ended 31 December 2022, the Company's auditors issued disclaimer of opinion on the material uncertainties relating to the going concern basis ("Disclaimer of Opinion"), in which they were unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of management to use the going concern basis of accounting in the preparation of the consolidated financial statements because management's plans for future actions (the "Action Plan") in relation to its going concern assessment could not be finalised yet and therefore issued a disclaimer of opinion on the results of the Group's consolidated financial statements.

The management is taking the best efforts to agree on and execute the Action Plan in 2022. Taking into account the successful and continued implementation of the proposed restructuring, the management and also the Directors are satisfied that the Group will have sufficient working capital to meet its financial obligation as and when they fall due in the foreseeable future, and hence it is appropriate to prepare the Group's consolidated financial statements on a going concern basis. The management assessed that there is no material impact on the Group's financial position in light of the Disclaimer of Opinion, as the going concern issue could be resolved by the Action Plan devised.

管理層討論及分析 Management Discussion and Analysis

董事會與核數師對不發表意見聲明沒有意見分歧，認為該等綜合財務報表乃由管理層按持續經營基準編製，其有效程度視乎管理層假設下之措施結果而定，惟受若干不明朗因素所限。

審核委員會與董事會觀點一致，並同意管理層基於上述原因就持續經營問題及不發表意見聲明所作出之立場。

管理層對持續經營假設的立場及基準

誠如本綜合財務報表附註3所詳述，於2022年12月31日存在的情況表明存在可能對本集團持續經營能力產生重大疑慮之重大不明朗因素。本公司管理層已與共同臨時清盤人及債權人就以安排計劃的方式進行債務重組積極磋商，涉及(其中包括)延長還款期限。

此外，本公司將繼續尋求第三方投資者對本公司的潛在投資，以便本公司籌集現金。本公司亦就資本投資、生產、行政及營運實施成本控制措施，以降低本集團的整體經營成本。

假設成功實施債權人計劃，董事會認為，本集團於可預見的未來將擁有充足營運資金以履行其到期的財務義務。因此，綜合財務報表已按持續經營基準編製。

There was no disagreement between the Board and the Auditors regarding the Disclaimer of Opinion, considering that the consolidated financial statements have been prepared by the management on a going concern basis, the validity of which depends on the outcome of the measures under management's assumptions, which are subject to multiple uncertainties.

The Audit Committee takes the same view as the Board and agreed with the management's position concerning the going concern issue and Disclaimer of Opinion based on the reasons above.

MANAGEMENT'S POSITION AND BASIS ON THE GOING CONCERN ASSUMPTION

As detailed in Note 3 to this consolidated financial statement, conditions existed as at 31 December 2022 indicating the existence of material uncertainties which may cast significant doubt regarding the Group's ability to continue as a going concern. The management of the Company has been actively negotiated with the JPLs and the creditors on debt restructuring by way of scheme of arrangement involving, among others, extension of repayment period.

In addition, the Company will continue to seek potential investment in the Company from third party investor(s) to facilitate raising of cash for the Company. The Company has also implemented cost control measures on capital investments, production, administrative and operations to reduce overall operating costs of the Group.

Assuming the successful implementation of the creditor's scheme, the Board is of the opinion that the Group will have sufficient working capital to meet its financial obligation as and when they fall due in the foreseeable future. Accordingly, the consolidation financial statements have been prepared on a going concern basis.

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補充資料

資產抵押

於2022年12月31日，本集團有抵押其資產，詳情於財務報表附註30及33披露。

資本承擔

於2022年12月31日，本集團並無任何重大資本承擔，惟於財務報表附註40所披露者除外。

或然負債

於2022年12月31日，本集團並無任何重大或然負債，惟於財務報表附註45所披露者除外。

資本結構

於2022年12月31日，本公司已發行股本為91,622,337港元，分為4,581,116,843股，每股面值0.02港元。

項目概覽

白雲石礦

本集團之白雲石礦，位於中國吉林省白山市。該礦場以露天開採方式操作，不涉及也不需要額外勘探工程，開發活動僅涉及露天開採時的簡易基建工程，並沒有涉及任何地下勘探以及結構工程。已開採之白雲石為本集團生產鎂產品業務之原材料。礦場的位置鄰近本集團生產基地，原料的運輸成本亦相對很低。

SUPPLEMENTARY INFORMATION

PLEDGE OF ASSETS

As at 31 December 2022, the Group had pledge of its assets, details of which are disclosed in Notes 30 and 33 to the financial statements.

CAPITAL COMMITMENTS

As at 31 December 2022, other than those disclosed in Note 40 to the financial statements, the Group did not have any material capital commitments.

CONTINGENT LIABILITIES

As at 31 December 2022, other than those disclosed in Note 45 to the financial statements, the Group did not have any significant contingent liabilities.

CAPITAL STRUCTURE

As at 31 December 2022, the issued share capital of the Company were HK\$91,622,337, divided into 4,581,116,843 shares of HK\$0.02 each.

PROJECT OVERVIEW

Dolomite Mine

The Group's dolomite mine is situated in Baishan City, Jilin Province, the PRC. The mine is operated by open-pit method, and therefore no additional exploration works are involved or required. Only simple infrastructure works for open-pit mining are involved in the development activities, and no underground exploration or structural works are involved. The dolomite mined is raw material for producing magnesium products of the Group. The transportation cost for raw material is relatively low due to the close proximity of the mine to the production base of the Group.

管理層討論及分析 Management Discussion and Analysis

本集團之白雲石礦乃按中國資源／儲量分類。截至2022年12月31日的估計資源量和儲量，按已開採量逐年核減，得出剩餘資源量及儲量。本集團與以往披露估算假設相比並無重大變更。該資源量及儲量由本集團之內部地質專家審核。截至2022年12月31日止年度，本集團並無出產白雲石。與2021年12月31日相比，白雲石礦於本年度的估計資源量及礦石儲量並無重大變動。

The dolomite mine of the Group was reported under the Chinese resource/reserve categories. As at 31 December 2022, the anticipated resource and reserve volumes were determined based on the yearly reduction of quantity mined to calculate the remaining resource and reserve volumes. There is no material change in the assumptions of estimation by the Group as compared with those previously disclosed. The resource and reserve volumes was reviewed by the Group's internal geological experts. For the year ended 31 December 2022, there was no dolomite output. As compared with that as at 31 December 2021, there was no material change in the resource estimate and ore reserve of the dolomite mine during the Year.

截至2022年12月31日止年度，白雲石礦開採活動，勘探活動及開發活動之支出皆為零港元。

The expenditure incurred in mining activities, exploration activities and development activities of dolomite for the year ended 31 December 2022 were HK\$Nil.

蛇紋石礦

本集團之蛇紋石礦，位於中國江蘇省東海縣。該礦場以露天開採方式操作，不涉及也不需要額外勘探工程，開發活動僅涉及露天開採時的簡易基建工程，並沒有涉及任何地下勘探以及結構工程。已開採之蛇紋石直接作為鋼鐵冶煉的輔助材料出售和作為本集團生產硅鎂肥之原材料。礦場的位置鄰近本集團生產基地，原料的運輸成本亦相對很低。

Serpentine Mine

The Group's serpentine mine is situated in Donghai County, Jiangsu Province, the PRC. The mine is operated by open-pit method, and therefore no additional exploration works are involved or required. Only simple infrastructure works for open-pit mining are involved in the development activities, and no underground exploration or structural works are involved. The serpentine mined is sold directly as metallurgical flux for iron and steel smelting and is raw material for producing silicon magnesium fertilisers of the Group. The transportation cost for raw material is relatively low due to the close proximity of the mine to the production base of the Group.

本集團之蛇紋石礦於2010年購入時，乃按JORC準則資源／儲量分類。截至2022年12月31日的估計資源量和儲量乃根據購入時的數量，按已開採量逐年核減，得出剩餘資源量及儲量。本集團與以往披露估算假設相比並無重大變更。該資源量及儲量由本集團之內部地質專家審核。截至2022年12月31日止年度，本集團完成出產蛇紋石72,242噸。與2021年12月31日相比，蛇紋石礦的估計資源量及礦石儲量並無重大變動。

The resource/reserve of the serpentine mine of the Group was reported under the JORC system when it was acquired in 2010. As at 31 December 2022, the anticipated resource and reserve volumes were determined based on the volume at the time of acquisition with the yearly reduction of quantity mined to calculate the remaining resource and reserve volumes. There is no material change in the assumptions of estimation by the Group as compared with those previously disclosed. The resource and reserve volumes was reviewed by the Group's internal geological experts. For the year ended 31 December 2022, the Group completed a serpentine output of 72,242 tonnes. As compared with that as at 31 December 2021, there was no material change in the resource estimate and ore reserve of the serpentine mine.

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2022年度之開發活動開支主要為礦山安全生產風險監測預警系統工程的資本開支，並已予資本化並計入2022年度之綜合財務狀況表內。開採活動開支主要用於直接工資、材料、能源、運輸及折舊攤銷費用等，並已計入銷售成本於2022年度之綜合損益及其他全面收益表內扣除。

截至2022年12月31日止年度，蛇紋石礦開發及開採活動產生之支出分別約為32,458,000港元及6,095,000港元，而勘探活動之支出則為零港元。

主要風險及不明朗因素

本集團的財務狀況、營運業績及業務前景可能受到與本集團業務直接或間接相關的許多風險及不明朗因素的影響。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

市場風險

市場風險乃因市場需求、產品價格、匯率及利率等的變動，而使盈利能力受損或影響達成業務目標的能力的風險。本集團管理層對該等風險持續密切監控，以確保能及時有效採取適當措施以應對。

匯率風險

本集團主要在中華人民共和國（「中國」）及香港經營業務，故此承受多種外匯風險，主要涉及人民幣、港元、新加坡元、美元及澳元。外匯風險源於未來商業交易、已確認資產及負債，以及外國經營的投資淨額。本集團現時並無對沖外匯風險。本集團定期檢討持有除港元以外之貨幣之流動資產及負債以評估外匯風險並於必要時考慮使用對沖工具。

The expenditures incurred for 2022 in development activities were mainly CAPEX in relation to production safety monitoring and alert system project of the mine. Such expenditures have been capitalised and included in the consolidated statement of financial position for 2022. The expenditures incurred in mining activities were mainly for direct wages, materials, energy, transportation, depreciation and amortisation, etc. Such expenditures have been included in cost of sales and charged to the consolidated statement of profit or loss and other comprehensive income for 2022.

The expenditures incurred in development and mining activities of serpentine for the year ended 31 December 2022 were approximately HK\$32,458,000 and HK\$6,095,000 respectively while the expenditures incurred in exploration activities were HK\$Nil.

KEY RISKS AND UNCERTAINTIES

Our Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could turn out to be material in the future.

Market risks

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market demand, product prices, foreign exchange rates, and interest rates. The management of our Group keeps continually monitoring these exposures closely to ensure appropriate measures are implemented on a timely and effective manner against such risks.

Exchange rate risk

The Group mainly operates in the People's Republic of China (the "PRC") and Hong Kong and is exposed to foreign exchange risk arising from primarily Renminbi, HK\$, Singapore dollars, US\$ and Australian dollars. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group does not presently hedge the foreign exchange risks. The Group periodically reviews current assets and liabilities held in currencies other than HK\$ to evaluate its foreign exchange risk exposure and consider the usage of hedging instruments when necessary.

管理層討論及分析 Management Discussion and Analysis

利率風險

對於利息敏感型產品及投資，本集團以動態基準分析其利率風險，並考慮適當時透過各種手段以低成本方式管理該風險。

信貸風險

本集團一直以來十分重視我們客戶的信貸風險。本集團嚴格遵循於2004年建立的「客戶賬戶管理程式」。該程式要求並確保根據每一客戶先前的交易記錄和信貸往績，定期評估及追蹤所有客戶的賬戶。本集團就每名客戶的經營和資信狀況授予一系列信貸措施，例如：信貸比率、信貸期限、信貸評級、信貸條款及擔保。客戶賬戶管理程式可有效控制本集團之信貸風險。

營運風險

營運風險指因內部程序、人員或制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由集團及附屬公司的職能部門負責監控和落實。本集團之主要功能是對營運程序、權限及匯報框架作出指引。管理層將會定期評估主要之營運風險及業務發展所帶來的影響，制定相應措施，完善內控制度，以及時有效應對和規避風險。

投資風險

投資風險乃界定為因各項外在因素轉變導致任何某項投資相對其預期回報期延長或投資回報低於預期或投資項目發生虧損的可能性。本集團深明持續開拓業務類型和區域，對集團業務發展的重要性，並落實在年度重點工作任務中。項目投資的主要考慮因素為平衡各類投資之風險及回報，因而風險評估乃投資決策過程中的重要一環。本集團已設立適當的投資項目評估和盡職調查程序，並會於批准投資前進行詳細分析。本集團之投資項目進度會定期更新，並向董事會匯報。

Interest rate risk

For interest-sensitive products and investments, our Group analyses its interest rate exposure on a dynamic basis and considers managing this risk in a cost-effective manner through variety of means when appropriate.

Credit risk

The Group has always been aware of the credit risk exposure of our customers. The Group strictly followed the “client account management procedures” established in 2004. The procedures required and ensured that all clients were regularly assessed and be kept track of their accounts based on their transaction records and credit history. The Group specified and assigned to each customer, as according to their operation and credit status, a series of credit measures such as credit ratio, credit period, credit rating, credit terms and guarantee. The client account management procedures were effective to control the credit risk of the Group.

Operational risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with functional departments of the Group and its subsidiaries. Key functions of the Group is to guide their standard operating procedures, limits of authority and reporting framework. Our management will assess key operational exposures and impacts brought by our business development regularly, implement relevant measures and improve the internal control so that risk can be addressed and mitigated on a timely and effective manner.

Investment risk

Investment risk can be defined as the likelihood of extension of its return period relative to the expected return or occurrence of losses on any particular investment attributable to changes of external factors. The Group is well aware of the importance of exploring various business opportunities and territories on a continual basis to the development of our businesses, which shall be implemented as the top agenda of the year. Key concern of investment projects will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision-making process. Proper investment assessment and due diligence procedures have been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of our Group would be submitted to the Board.

管理層討論及分析

Management Discussion and Analysis

人力供應及留聘人才之風險

人力資源管理風險主要指由於本集團業務發展迅速，對人才需求迫切，也面對行業對人才的激烈競爭以及人員的流動性，本集團可能面臨或存在着未能有效引進及挽留具備適當及所需技能、經驗及才能之主要人員及人才以配合業務發展的風險，這些主要人員及人才均是達致本集團業務目標所需之因素。本集團將會對薪酬體系和激勵機制進行全面分析，優化薪酬結構以確保員工薪酬處於市場合理水平，並具有競爭力。同時，開拓招聘渠道，不斷充實高級管理層後備人才，並加強對員工的系統化培訓，提供員工升職機會及拓寬事業前途，弘揚良好的企業文化。

Manpower and retention risk

Manpower risk means huge demand for talents because of the Group's rapid business development while at the same time facing severe competition over specialists from the industry and turnover of manpower. Our Group may face the risk of not being able to recruit and retain key personnel and talents with appropriate and required skills, experience and competence to cope with the expansion of business which would meet the business objectives of our Group. Our Group will conduct a thorough analysis over its remuneration system, as well as incentive mechanism and optimise the compensation structure so as to ensure remuneration packages can align reasonably with market standard and maintain its competitiveness. Meanwhile, recruitment channels are broadened and the talent pool of senior management are strengthened, so as to further enhance the promotion opportunities and career path of employees. Systematic staff training are also being further enhanced to increase the overall effectiveness of training and the dissemination of good corporate cultures.

環境政策及表現

環境政策及表現主要指中國政府對環保法規政策的重視程度和愈加嚴格的規管要求，本集團之附屬公司及新併購企業由於建成投運已久，可能或將會存在與國家陸續出台的環境與責任要求有某種不足或差距的情況。本集團密切關注環保政策及外在因素的變動對集團業務發展所帶來的影響，本集團以對環境負責和履行社會責任，致力於改善及保持其經營場所所在地環境及社區之長期可持續性，盡力遵守有關環保之法律及法規，並採取有效措施達致資源有效利用、能源節約及廢物減少。本集團日常營運已採納綠色倡議及措施。該等倡議包括資源回收、節約能源措施及節約用水等行動。

ENVIRONMENTAL POLICIES AND PERFORMANCE

Environmental policies and performance mainly means increasing attention of PRC government paid to environmental rules and policies and more strict regulatory requirements. As subsidiaries and newly acquired enterprises have been put into operation for a long while and may lag behind certain environmental and duty requirements promulgated by PRC government. The Group monitors impact on our business development closely arising from changes in environmental policy and external factors. Acting in an environmentally responsible manner and performing social responsibilities, the Group is committed to improving and maintaining the long term sustainability of the communities in which it operates. The Group endeavours to comply with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. Green initiatives and measures have been adopted in daily operation of the Group. Such initiatives include recycling of resources, energy saving measures and water saving practices.

管理層討論及分析 Management Discussion and Analysis

遵守法律及規則

本集團的業務主要由本公司於中國內地的附屬公司進行，而本公司於聯交所上市。因此，本集團營運須遵守中國內地及香港的有關法律及法規。截至2022年12月31日止年度及直至本報告日期，盡我們所知，本集團於所有重大方面已遵守對本集團業務有重大影響的相關法律及法規。

與員工及主要持份者之關係

於2022年12月31日，本集團所僱用之員工數目為674名（2021年：約1,150名）。本集團根據員工之表現、工作經驗和現時市場情況訂定彼等之薪酬。員工福利包括醫療保險、定額供款公積金計劃、酌情花紅和僱員購股權計劃。本集團並無發生任何導致正常業務運作受影響之勞資糾紛或僱員數目重大改變。董事認為本集團與僱員關係良好。

本集團明白與商業夥伴、股東、投資者及銀行保持良好關係，是我們達成長遠目標的要素。為了與我們的持份者維持密切的關係，本集團已制定相應的投資者關係計劃，並不定期為不同持份者舉辦合適的參與活動，包括週年／特別股東大會、現場考察、研討會和路演等等。故此，高級管理層會在適當情況下與彼等進行良好溝通、適時交流想法及共享集團發展最新動向。除本年報內所披露外，年內，本集團與商業夥伴或銀行之間並沒有重大的糾紛。

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in mainland China while the Company is listed on the Stock Exchange. The Group's operations accordingly shall comply with relevant laws and regulations in mainland China and Hong Kong. During the year ended 31 December 2022 and up to the date of this report, to the best of our knowledge, the Group has complied in all material respects with the relevant laws and regulations that have significant impact on the business of the Group.

RELATIONSHIP WITH EMPLOYEES AND KEY STAKEHOLDERS

The number of employees of the Group was 674 (2021: approximately 1,150) as at 31 December 2022. The remuneration of employees was determined by the Group with reference to their performance, work experience and current market conditions. Employee benefits include medical insurance, defined provident fund scheme, discretionary bonus and employee share option scheme. There has been no labour dispute or significant change in the number of employees that affect the normal operations of the Group. The Directors believe that the Group maintains admirable relations with its employees.

Our Group understands that it is important to maintain good relationship with business partners, shareholders, investors and banks to achieve its long-term goals. To keep up with our key stakeholders closely, the Group has formulated corresponding scheme about investor relationship, and also holds tailored activities for various stakeholders from time to time, such as annual/ extraordinary general meetings, on-site visits, seminars and road-shows. Accordingly, our senior management have kept good communication, prompt exchange of ideas and sharing of business latest update about development of the Group with them when appropriate. Other than disclosed in this annual report, during the Year, there was no material dispute between our Group and its business partners or banks.

董事及高級管理層簡歷

Directors and Senior Management Profile

執行董事

池文富，60歲，本集團主席，負責制訂整體策略方針和重要營運決策。1995年，池先生在福州市開設律師事務所，擔任合夥人。此前池先生已於1989年成為中國合資格律師，加入福州市司法局經濟律師事務所。1998年初，池先生著手研究有機農業種植，並資助複合微生物菌劑產品的研究和開發項目。池先生畢業於化學分析專業及法律專業。池先生於2000年成立本集團。

池靜超，40歲，本集團企業事務總監，負責整體企業事務，在企業事務管理方面有10年工作經驗。池先生畢業於財務與行政管理專業。池先生於2004年8月加入本集團。直至2021年7月31日前，池先生亦擔任稀鎂科技之執行董事。

非執行董事

郭孟勇，64歲，現任福建長盛無線電技術開發有限公司副總經理，負責電子工程技術管理，該公司主要從事生產電子產品及通訊設備。郭先生於1976年加入福州電容器廠擔任技術員。郭先生自1993年起於福州儀表總廠任職工程師，並於1996年出任副廠長，負責技術質量控制。郭先生於2000年加入福建無線電總公司擔任副總經理，負責品質管理。郭先生畢業於工業企業管理專業。郭先生自2011年2月加入本集團。

EXECUTIVE DIRECTORS

CHI Wen Fu, aged 60, Chairman of the Group who is responsible for overall strategic planning and key operating decisions. Mr. Chi started his law firm in Fuzhou in 1995, in which he was the Managing Partner. Prior to that, Mr. Chi joined Fuzhou Justice Bureau Commerce Law Office after qualifying as a lawyer in the PRC in 1989. In early 1998, Mr. Chi originated an initial research on organic agricultural production and funded a R&D project on microbial compound fertilisers. Mr. Chi is a graduate of Chemical Analysis and Law. Mr. Chi established the Group in 2000.

CHI Jing Chao, aged 40, Chief Corporate Affairs Officer of the Group who is responsible for the overall corporate activities. Mr. Chi has 10 years of experience in corporate affairs. Mr. Chi is a graduate of Financial and Administrative Management. Mr. Chi has joined the Group since August 2004. Mr. Chi was also an executive director of REMT until 31 July 2021.

NON-EXECUTIVE DIRECTOR

GUO Mengyong, aged 64, is a Deputy General Manager of Fujian Changsheng Wireless Technology Development Company Limited. He was responsible for electronic engineering technical management. Fujian Changsheng Wireless Technology Development Company Limited is principally engaged in production of electronic products and communication devices. Mr. Guo joined Fuzhou Capacitors Factory as a Technician in 1976. From 1993 onwards, Mr. Guo worked at Fuzhou Meters Group Company as an Engineer and later promoted to the Deputy Factory Manager in 1996, in charging of technical quality control. In 2000, Mr. Guo joined Fujian Wireless Group Company as Deputy General Manager and was responsible for quality management. He is a graduate of Industrial Enterprise Management. Mr. Guo has joined the Group since February 2011.

董事及高級管理層簡歷 Directors and Senior Management Profile

獨立非執行董事

張省本，62歲，目前為稀鎂科技之獨立非執行董事。張先生現任郭崔會計師行高級核數經理。彼曾任Gary W.K. Yam & Co. (CPA)之高級核數主任。張先生擁有逾40年會計及核數經驗。張先生也曾於2004年2月至2007年5月期間出任本公司之獨立非執行董事及董事會審核委員會主席。

盛洪，60歲，為SWIFTOWN Development Limited董事及SWIFTOWN (Shanghai) Trading Limited總經理。SWIFTOWN集團主要從事設計及銷售金屬製造產品。盛先生於企業管理及投資擁有超過20年經驗。他曾於1986年至1996年期間任職於華潤(集團)有限公司。盛先生持有上海同濟大學工學學士學位。

沈毅民，59歲，自1996年7月起，沈先生是中國合資格執業證券法律業務律師。沈先生1992年畢業於中國復旦大學，主修經濟法。沈先生曾是中國福建至理律師事務所合夥人及福建省福州市對外經濟律師事務所的負責人。沈先生於2003年5月至2008年9月期間曾擔任本公司獨立非執行董事及董事會審核委員會成員。

公司秘書

陸世煒，59歲，本集團財務總監兼公司秘書，負責監督本集團財務、管理會計及公司秘書事宜。加入本集團前，陸先生曾任多間香港上市公司之財務總監，並於財務及管理方面擁有豐富經驗。陸先生持有香港浸會大學工商管理學士學位及英國斯特拉斯克萊德大學工商管理碩士學位，是英國英格蘭及威爾斯特許會計師協會資深會員、香港會計師公會會員和香港註冊財務策劃師協會會員。陸先生於2010年5月加入本集團。

INDEPENDENT NON-EXECUTIVE DIRECTORS

CHEUNG Sound Poon, aged 62, is currently an independent non-executive director of REMT. Mr. Cheung is currently a senior audit manager at Chui & Kwok (CPA). He was an audit senior at Gary W.K. Yam & Co. (CPA). Mr. Cheung has over 40 years of experience in accounting and auditing. He was an independent non-executive director and the chairman of audit committee of the board of the Company between February 2004 and May 2007.

SHENG Hong, aged 60, Director of SWIFTOWN Development Limited and General Manager of SWIFTOWN (Shanghai) Trading Limited. The SWIFTOWN Group is principally engaged in design and sales of metallic products. Mr. Sheng has over 20 years of experience in management of corporation and investment. He was employed by China Resources (Holdings) Company Limited from 1986 to 1996. Mr. Sheng holds a Bachelor's Degree in Engineering Mechanics from Tongji University, Shanghai.

Shen Yi Min, aged 59, a qualified lawyer to practise securities laws in the PRC since July 1996. Mr. Shen graduated from Fudan University in the PRC with a major in Economics Law in 1992. Mr. Shen was a partner of Fujian Zhi Li Law Office* (福建至理律師事務所) and the former principal of Fujian Fuzhou Foreign Economics Law Office* (福建省福州市對外經濟律師事務所) in the PRC. Mr. Shen was an independent non-executive Director and a member of audit committee of the Board of the Company from May 2003 to September 2008.

COMPANY SECRETARY

LUK Sai Wai, Simon, aged 59, Chief Financial Officer and Company Secretary of the Group. Mr. Luk is responsible for financial, management accounting and secretarial affairs of the Group. Prior to joining the Group, Mr. Luk was appointed as Financial Controller for several listed companies in Hong Kong and was experienced in finance and management. Mr. Luk holds a Bachelor's Degree in Business Administration from Hong Kong Baptist University and a Master's Degree in Business Administration from University of Strathclyde. He is a fellow member of The Institute of Chartered Accountants in England and Wales, an associate member of Hong Kong Institute of Certified Public Accountants, and a member of Society of Registered Financial Planners, Hong Kong. Mr. Luk has joined the Group since May 2010.

董事及高級管理層簡歷

Directors and Senior Management Profile

高級管理層

胡傑，53歲，本集團生產總監，負責本集團肥料生產運營管理。胡先生畢業於機電一體化專業，於肥料行業擁有逾20年豐富經驗，曾任肥料廠廠長、生產技術部總經理、化工總廠廠長以及採購及品牌部總經理等職務。胡先生於2007年加入本集團。

朱國才，49歲，本集團銷售總監，負責本集團肥料銷售管理。朱先生畢業於吉林省農業大學，於農業管理、肥料營銷方面有逾20年經驗。加入本集團前，朱先生曾任山東紅日化工股份有限公司的大區總監及銷售副總經理等職務。朱先生於2000年加入山東紅日公司。

王永翔，54歲，專責本集團礦山生產和運營管理。王先生畢業於礦山規劃與測繪專業，於肥料生產與礦山開採有逾20年豐富經驗。加入本集團前曾任江蘇省東海蛇紋石礦生產技術員、工程師、硫酸廠廠長等職務。王先生於2007年加入本集團。

呂文清，43歲，本集團主席助理。呂女士在人力資源與行政事務管理方面有逾10年經驗。呂女士持有香港理工大學會計學士學位和公司管治碩士學位，是英國特許公認會計師公會資深會員和香港公司治理公會會士。呂女士於2004年8月加入本集團。

SENIOR MANAGEMENT

HU Jie, aged 53, Production Director of the Group, is responsible for fertiliser production and operation management of the Group. Mr. Hu studied in mechatronics, and has over 20 years of experience in the fertilizer industries. He has served in various positions, such as the Head of fertiliser factory, the General Manager of the production technology department, the Head of the main chemical factory and the General Manager of the purchasing and branding department. Mr. Hu has joined the Group since 2007.

ZHU Guocai, aged 49, Sales Director of the Group, is responsible for sales management in fertiliser business of the Group. Mr. Zhu graduated from Jilin Agricultural University, and has over 20 years of experience in the agricultural management and marketing of fertiliser. Prior to joining the Group, Mr. Zhu served as Regional Director and Deputy General Manager of sales in Shandong Hongri Chemical Joint Stock Company Limited. Mr. Zhu joined Shandong Hongri in 2000.

WANG Yongxiang, aged 54, is responsible for the ore production and operation management of the Group. Mr. Wang majored in planning and surveying of mining industry with over 20 years of experience in agricultural fertilisers production and mining. Prior to joining the Group, he was the Production Technician and Engineer at Donghai serpentine mine in Jiangsu Province, and the Head of Sulfuric Acid Factory. Mr. Wang has joined the Group since 2007.

LEE Man Ching, aged 43, Assistant to Chairman of the Group. Ms. Lee has over 10 years of experience in human resources and administrative management. Ms. Lee holds a Bachelor's Degree in Accountancy and a Master's Degree in Corporate Governance from the Hong Kong Polytechnic University. She is a fellow member of Association of Chartered Certified Accountants, and an associate member of Hong Kong Chartered Governance Institute. Ms. Lee has joined the Group since August 2004.

企業管治報告

Corporate Governance Report

本公司致力於達致及保持高水平的企業管治與經營誠信。董事會相信，良好企業管治不但可增進管理問責性及投資者信心，亦可為本公司之長期發展奠定良好基礎。

企業管治常規守則

於2022年全年，本公司已遵守聯交所證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）及企業管治報告之守則條文，惟以下偏離情況及經審慎考慮的理由除外：

- (a) 根據守則條文第A.2.1條，主席與行政總裁（「行政總裁」）之角色須分開，不應由同一人擔任。然而，在本公司現時之公司架構下，主席及行政總裁之角色並無分開，有關詳情披露於下文「主席及行政總裁」一段。
- (b) 根據守則條文第E.1.2條，董事會主席須出席股東週年大會。由於董事會主席於2022年6月27日因公出差，故彼無法出席於該日舉行之股東週年大會。本公司之執行董事池靜超先生已出席上述股東週年大會以回答股東提問。

The Company is committed to achieve and maintain high standards of corporate governance and business integrity. The Board believes that good corporate governance will not only improve management accountability and investors confidence, but will lay a good foundation for the long-term development of the Company.

CODE ON CORPORATE GOVERNANCE PRACTICES

Throughout the year of 2022, the Company has complied with the code provision as set out in the Corporate Governance Code (the “CG Code”) and Corporate Governance Report under Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) except for the following deviations as explained below with considered reasons:

- (a) Under code provision A.2.1, the roles of chairman and chief executive officer (the “CEO”) should be separated and should not be performed by the same individual. However, there is no separation between the roles of chairman and CEO under the current corporate structure of the Company, details of which have been disclosed in the paragraph headed “Chairman and Chief Executive Officer” below.
- (b) Under the code provision E.1.2, the chairman of the Board should attend the annual general meeting. The chairman of the Board was unable to attend the annual general meeting held on 27 June 2022 as he was obliged to be away for a business trip on that date. Mr. Chi Jing Chao, an executive Director of the Company, attended the said annual general meeting to answer questions from shareholders.

企業管治報告

Corporate Governance Report

董事會

本集團由董事會管治，董事會之責任為策略性領導及全面監督本集團。董事會行使的職權包括：

- 規劃本集團整體策略
- 監察及控制經營及財務表現
- 規劃風險管理政策
- 檢討內部監控系統成效
- 批准財務業績及公佈
- 批准年度經營預算
- 批准主要收購或出售及資本項目
- 審批主要投資及重大借貸
- 制訂股息政策
- 批准委任董事
- 制訂本集團之薪酬政策

董事會亦負責履行守則條文第D.3.1條所載的職務。董事會將召開會議以制定、檢討及監察本公司的企業管治政策及常規，並檢討及監察董事及高級管理層的培訓及持續專業發展，且檢討及監察本公司有關遵守法律及監管規定的政策及常規，同時制定、檢討及監察適用於僱員及董事的標準守則及合規手冊，亦會檢討本公司遵守企業管治守則的情況及於企業管治報告中作出披露的情況。

於2022年度，董事會已就企業管治職能方面檢討本公司遵守企業管治守則及監管與法定規定以及於此企業管治報告中作出披露的情況。

於2022年，主席曾分別地及個別地會見非執行董事及獨立非執行董事，當中並沒有其他執行董事出席。

THE BOARD

The Group is governed by the Board which is responsible for strategic leadership and overall supervision of the Group. The Board exercises a number of authorities which include:

- Formulating the Group's overall strategies
- Monitoring and controlling operational and financial performance
- Formulating strategies for risk management
- Reviewing effectiveness of internal control system
- Approving financial results and public announcements
- Approving annual operating budgets
- Approving major acquisitions or disposals and capital projects
- Reviewing and approving major investments and material borrowings
- Setting dividend policy
- Approving appointment of Directors
- Setting the Group's remuneration policies

The Board is also responsible for performing the functions set out in code provision D.3.1. The Board will meet to develop, review and monitor the Company's corporate governance policies and practices, to review and monitor training and continuous professional development of Directors and senior management, to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors and to review the compliance of the Company with the CG Code and the disclosure in the corporate governance report.

During the year of 2022, in relation to the corporate governance functions, the Board has reviewed the Company's compliance with the CG Code and the regulatory and statutory requirements, and the disclosure in the corporate governance report.

During 2022, the Chairman had met the non-executive Director and the independent non-executive Directors respectively and individually without the presence of other executive Directors.

企業管治報告 Corporate Governance Report

董事會的成員

董事會由6名董事組成，其中2名為執行董事、1名為非執行董事及3名為獨立非執行董事。因此，獨立非執行董事數目佔董事會超過三分之一。於本報告日期，董事會之成員及簡歷分別載於本年報第40頁及第41頁。

董事會授予執行董事負責本集團日常管理及執行董事會採納之主要策略及方案的權力，而執行董事須適時向董事會提供有關說明及資料，以供董事會監察管理層之表現。

非執行董事為本公司帶來寶貴的專業知識與經驗，並擔當重要職能，提供策略性意見予管理層。

獨立非執行董事確保董事會為所有股東利益負責及以客觀態度處理事情。3名獨立非執行董事為董事會提供多元化之寶貴商業經驗、知識及專業精神，促進董事會履行本身職能之效率及效能。董事會已收到各獨立非執行董事依照上市規則第3.13條就其獨立性作出的年度確認。董事會認為，所有獨立非執行董事均具獨立性。

池文富先生與池靜超先生有叔侄親屬關係。此外，郭孟勇先生是池文富先生妻子之兄長。除上述披露外，董事會成員之間概無其他關係。

經檢討(i)各董事所持的董事職務及主要任命；及(ii)各董事於董事會會議及各董事委員會會議的出席率後，董事會信納全體董事於2022年均已付出足夠時間履行彼等責任。

本公司已就董事可能面對的法律行動作出適當的投保安排。

BOARD COMPOSITION

The Board comprises 6 Directors in which 2 are executive Directors; 1 is non-executive Director and 3 are independent non-executive Directors. The number of independent non-executive Directors constitutes more than one-third of the Board. The composition of the Board as at the date of this report and their profiles are set out on page 40 and page 41 of the annual report respectively.

The Board delegates powers to executive Directors for the day-to-day management of the Group and the implementation of major strategies and initiatives adopted by the Board whereas executive Directors should provide such explanations and information to the Board in a timely manner to enable the Board to monitor the performance of management.

Non-executive Director brings in valuable expertise and experience to the Company and serves important functions as well as provides strategic advices to the management.

Independent non-executive Directors ensure that the Board is accountable for the interest of all shareholders and handles matters in an objective manner. The 3 independent non-executive Directors have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for efficient and effective delivery of its functions. The Board has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers all of the independent non-executive Directors to be independent.

Mr. Chi Wen Fu and Mr. Chi Jing Chao have a family relationship of uncle and nephew. Mr. Guo Mengyong is a brother-in-law of Mr. Chi Wen Fu. Save as disclosed, there is no other relationship among members of the Board.

Upon reviewing (i) the directorships and major commitments of each Director; and (ii) the attendance rate of each Director at the meetings of the Board and its committees, the Board is satisfied that all Directors have spent sufficient time in performing their responsibilities during 2022.

The Company has arranged appropriate insurance cover in respect of legal action against Directors.

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Corporate Governance Report

主席及行政總裁

於2021年7月30日沈世捷先生辭任行政總裁後，本集團創辦人、主席兼執行董事池文富先生獲委任為本公司之行政總裁。

此一架構未能符合守則條文第A.2.1條。然而，董事會認為，由於池先生在中國市場積累豐富經驗及知識，並在制定本集團策略性決策和整體管理方面擔當重要角色，採取單一領導架構符合本集團的最佳利益，令本公司能夠快速高效地作出及落實決策。此外，現階段正進行債務重組，董事會難以在市場上覓得具備適合資格及專業技能的候選人士擔任行政總裁一職。就單一領導架構而言，本集團已採取充分保障措施，確保管理層向董事會負責。主席／行政總裁保證董事會能定期及於需要時召開會議。主席／行政總裁保證董事會成員定期獲提供完備、充足、準確和及時的資料，以確保彼等能充份掌握本集團的事務。主席／行政總裁保證所有董事均可於有需要時不受限制地獲取本集團保存的文件或資料以及專業建議。

委任及重選

任何具備合適資歷及預期可為董事會表現帶來正面貢獻的潛在新董事人選，將會由現任董事及提名委員會物色並提呈董事會批准。

根據本公司之組織章程細則，於每屆本公司股東週年大會上，三分之一董事須輪換卸任，而每位董事須最少每3年卸任一次。池靜超先生及盛洪先生須於即將舉行之本公司股東週年大會上卸任，惟彼等符合資格並願意膺選連任。

倘獨立非執行董事任職已超過九年，其是否獲續任應以獨立決議案形式由股東審議批准。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Upon the resignation of Mr. Shum Sai Chit as Chief Executive Officer on 30 July 2021, Mr. Chi Wen Fu, founder of the Group, the chairman and an executive Director, has been appointed as the CEO of the Company.

This structure does not comply with code provision A.2.1. However, the Board is of the view that it is in the best interests of the Group to adopt a single leadership structure, as Mr. Chi possesses extensive experience and knowledge in the PRC market and he is playing a significant role in establishing strategic decisions and overall management of the Group. It enables the Company to make and implement decisions promptly and efficiently. Further, it is difficult for the Board to find a candidate with suitable qualification and expertise in the market to fill the position of CEO at this stage of debts restructuring. With the single leadership structure, sufficient safeguards are established to ensure the management is accountable to the Board. The Chairman/CEO ensures Board meetings are held regularly and when necessary. The Chairman/CEO ensures that Board members are provided with complete, adequate, accurate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group. The Chairman/CEO ensures all Directors have unrestricted access to document or information kept by the Group and professional advice when necessary.

APPOINTMENT AND RE-ELECTION

Any potential new Directors, being individuals who are suitably qualified and expected to make a positive contribution to the performance of the Board, will be identified by the existing Directors and the Nomination Committee and submitted to the Board for approval.

In accordance with the articles of association of the Company, at each annual general meeting of the Company, one-third of the Directors shall retire from office by rotation and every Director shall be subject to retirement at least once every 3 years. Mr. Chi Jing Chao and Mr. Sheng Hong shall retire at the forthcoming annual general meeting of the Company, but being eligible, offer themselves for re-election.

If an independent non-executive Director serves more than 9 years, his further appointment will be subject to a separate resolution to be approved by shareholders.

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於上屆本公司股東大會後獲董事會委任的董事亦須於即將舉行之本公司股東週年大會上卸任，惟彼符合資格並願意膺選連任。

各非執行董事及獨立非執行董事（即郭孟勇先生、張省本先生、盛洪先生及沈毅民先生）已與本公司訂立委任書，年期分別由2021年4月1日及2022年1月1日起為期2年，惟董事須根據本公司之組織章程細則之規定輪換卸任，該董事或本公司均可透過發出至少3個月事前書面通知終止任命。獨立非執行董事及非執行董事之每年袍金將因應彼等預期於本公司業務上投入之時間及年資作出檢討。

目前所有執行董事每年均可各自獲得固定酬金。此外，每位執行董事亦有權獲得按本公司擁有人應佔本集團經審核綜合純利（已扣除稅項、非控股權益及酌情管理花紅支付款項，但未扣除非經常及特殊項目）的某一百分比計算的酌情管理花紅。該百分比將由董事會釐定，惟本公司每一財政年度應付所有執行董事的花紅總額不得超過該純利的5%。每位執行董事的薪酬每年須由董事會經參考其所貢獻的時間、精力及其專業知識進行檢討。

於年內，董事及高級管理層獲得之個別薪酬詳情，於財務報表附註14披露。

全體董事均有權因履行本公司職務期間產生合理的開支而獲得補償及符合資格根據本公司購股權計劃獲授購股權。

董事會程序

董事會須向股東負責，以符合道德、負責任和有效的方式領導本集團。董事會定期召開會議，並會為可能出現的任何特別事項召開臨時會議。

Directors being appointed by the Board after the preceding general meeting of the Company, shall also retire at the forthcoming annual general meeting of the Company, but being eligible, offer themselves for re-election.

Each of the non-executive Director and the independent non-executive Directors, namely Mr. Guo Mengyong, Mr. Cheung Sound Poon, Mr. Sheng Hong and Mr. Shen Yi Min, has entered into a letter of appointment with the Company for a fixed term of 2 years commencing from 1 April 2021 and 1 January 2022 respectively, subject to the provisions of retirement and rotation of Directors under the articles of association of the Company and save that either such Director or the Company may terminate the appointment by giving at least 3 months' prior written notice. Annual emoluments payable to independent non-executive Directors and non-executive Director will be reviewed according to their estimated time to be spent on the Company's matters and their working experience with the Company.

All existing executive Directors are entitled to a fixed remuneration per annum respectively. In addition, each executive Director is also entitled to a discretionary management bonus calculated as a percentage of the audited consolidated net profit of the Group attributable to the owners of the Company (after tax and non-controlling interests and the payment of such management bonuses but before extraordinary and exceptional items), which percentage shall be determined by the Board provided that the aggregate amount of the bonuses payable to all executive Directors in respect of each financial year of the Company shall not exceed 5% of such net profit. The remuneration of each executive Director is subject to the annual review of the Board with reference to his/her contribution in terms of time, effort and his/her expertise.

Details of remuneration paid to each of the Directors and senior management during the year are disclosed in Note 14 to the financial statements.

All Directors are entitled to be reimbursed for reasonable expenses incurred during the performance of their duties to the Company and are eligible for share options under the share option scheme of the Company.

BOARD PROCESSES

The Board is accountable to the shareholders and leads the Group in an ethical, responsible and effective manner. The Board meets on a regular basis and arranges ad-hoc meetings for any specific matters that may arise.

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董事會於2022年共召開4次會議。下表載有個別董事出席董事會會議、委員會會議及股東大會之記錄：

The Board met 4 times in 2022. The attendance of individual Directors at Board meetings, committee meetings and general meetings is set out in the following table:

		所出席／舉行之會議				
		Attended/held				
		董事會 會議	審核委員會 會議	提名委員會 會議	薪酬委員會 會議	股東大會
		Board Meetings	Audit Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings	General Meetings
執行董事	Executive Directors					
池文富(主席)	Chi Wen Fu (Chairman)	4/4	-	1/1	-	0/1
池靜超	Chi Jing Chao	4/4	-	-	1/1	1/1
非執行董事	Non-Executive Director					
郭孟勇	Guo Mengyong	3/4	-	-	-	1/1
獨立非執行董事	Independent Non-Executive Directors					
張省本	Cheung Sound Poon	4/4	5/5	1/1	1/1	1/1
盛洪	Sheng Hong	4/4	5/5	1/1	1/1	1/1
沈毅民	Shen Yi Min	4/4	5/5	-	1/1	1/1

議程及隨附董事會文件將於董事會或委員會會議召開前交予全體董事，並給予最少3天供彼等傳閱。董事會須於董事會會議上以投票表決方式或以書面決議案作出決定。倘主要股東或董事於董事會省覽且其認為屬重大之事宜中有利益衝突，有關事宜將以實質舉行董事會會議之方式而非以書面決議案之方式處理。

Agendas and the accompanying board papers are circulated in full to all Directors at least 3 days before the Board or committee meeting. Board decisions will then be resolved either by vote at Board meetings or by written resolutions. If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution.

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董事會及董事委員會會議記錄由本公司之公司秘書編製，連同任何補充文件，可供所有董事查閱。會議記錄載有董事會或其委員會所討論事項、所作決定及由董事提出的任何關注或異議。

Minutes of the Board meetings and meetings of the Board committees taken by the company secretary of the Company and, together with any supporting papers, are available for inspection to all Directors. The minutes record the matters discussed by the Board or its committees, the decisions made and any concerns or dissenting views raised by the Directors.

如董事於董事會將考慮的任何交易或建議中有任何利益衝突，該董事須就其利益作出聲明，並放棄投票。該事項由在該交易或建議中概無重大利益的董事於董事會會議上考慮。

If a Director has a conflict of interests in relation to a transaction or proposal to be considered by the Board, such Director is required to declare his/her interest and abstain from voting. Such matter shall be considered at a Board meeting by Directors who have no material interest in the transaction or proposal.

董事之入職及持續專業發展

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

每位董事獲委任加入董事會時均會收到一份入職資料，內容涵蓋本集團之業務及作為上市公司董事之法定及監管責任。本集團亦會定期知會董事有關上市規則及與彼等履行職務時所需事項相關的其他適用法律及監管規定的最新發展。此外，本公司一直鼓勵董事出席有關適用法律、規則及規例最新發展的講座並提供有關經費，使彼等可持續進修及進一步提高其相關知識及技能。

On appointment to the Board, each Director would receive an induction package covering the Group's business and the statutory and regulatory obligations of a director of a listed company. The Group also regularly updates Directors on the latest development regarding the Listing Rules and other applicable legal and regulatory requirements regarding subjects necessary for performing their duties. In addition, the Company has been encouraging and offering to pay for Directors to attend seminars on the latest development of applicable laws, rules and regulations so that they can continuously update and further improve their relevant knowledge and skills.

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根據由董事提供的記錄，各董事於2022年1月1日至2022年12月31日期間接受的培訓概述如下：

According to the records provided by the Directors, the training received by each of the Directors during the period from 1 January 2022 up to 31 December 2022 is summarised as follows:

		持續專業發展 培訓種類 ^(附註1) Type of continuous professional development training ^(notes 1)
執行董事	Executive Directors	
池文富	Chi Wen Fu	B
池靜超	Chi Jing Chao	B
非執行董事	Non-Executive Director	
郭孟勇	Guo Mengyong	B
獨立非執行董事	Independent Non-Executive Directors	
張省本	Cheung Sound Poon	A/B
盛洪	Sheng Hong	B
沈毅民	Shen Yi Min	B

附註：

notes:

1. 培訓種類：

1. Training types:

- A: 出席講座或培訓課程
B: 閱讀報章、刊物及有關本公司業務或董事職責及責任、上市規則及其他適用監管規定最新發展等方面的最新資料

- A: Attending seminar(s) or training session(s)
B: Reading newspapers, journals and updates relating to the Company's business or directors' duties and responsibilities, the latest development of the Listing Rules and other applicable regulatory requirements etc.

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董事會的權限

董事會已授予高級管理層負責執行業務策略和管理本集團的日常業務運作的權力和責任，其須向董事會匯報。保留予董事會及管理層的職能會定期進行檢討。董事會及各董事有權隨時要求高級管理層及公司秘書提供任何本公司資料。董事亦會適時獲知會有可能影響本集團業務之重大變動，包括有關規則及規例之修訂等事宜。於年內，本公司會每月向董事提供有關本公司表現、狀況及前景的最新資料，以讓整個董事會及各董事履行彼等之職責。董事亦可在履行其職責時尋求獨立專業意見，費用由本公司支付，但於2022年並無董事提出需尋求有關獨立專業意見的要求。

董事會根據若干關鍵表現指標如財務數據、投資者關係、企業管治及內部監控，以監察及檢討管理層的表現。主要措施包括審閱管理賬目、審閱內部或外聘核數師報告及利益持份者之反饋。

董事會成員多元化政策

於本年度，董事會已實施董事會成員多元化政策，其自2013年9月1日起生效。本公司透過考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能知識及服務年期，務求達致董事會成員多元化。所有董事會成員委任乃基於用人唯才，而為有效達致董事會成員多元化，將根據客觀準則考慮候選人。

DELEGATION BY THE BOARD

The Board has delegated the authority and responsibility for implementing business strategies and management of the daily operations of the Group to the senior management who is required to report back to the Board. Functions reserved to the Board and the management are reviewed periodically. The Board and each individual Director is empowered to access any Company's information from senior management and the company secretary at all times. The Directors are kept informed on a timely basis of major changes that may affect the Group's businesses, including amendments on relevant rules and regulations. During the year, Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. Directors are allowed to seek independent professional advice in performing their duties at the Company's expense, but no request was made by any Director for such independent professional advice in 2022.

The Board monitors and reviews performance of the management based on several key performance indicators such as financial figures, investor relations, corporate governance and internal control. The principal measures include review of management accounts, review of internal or external auditor reports and feedbacks from stakeholders.

BOARD DIVERSITY POLICY

During the year, the Board has implemented a board diversity policy which has been effective since 1 September 2013. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

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甄選候選人將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按候選人的長處及其可為董事會提供的貢獻而作決定。

根據上市規則第13.92條，聯交所不會視只有一種性別的董事會已實現多元化。因此，董事會計劃於董事會層面及員工層面提高性別多元化，現正物色一名或多名不同性別的合適人選以於2024年12月31日或之前加入董事會擔任董事。

於本報告日期，董事會包括6名董事。董事會成員其中一名為非執行董事及其中三名為獨立非執行董事。董事具有不同的教育背景及擁有多元化的專業資格及商業經驗。除性別外，就專業及教育背景及技能方面而言，董事會均屬相當多元化。

董事進行證券交易標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為本公司董事進行證券交易之行為守則。本公司已向所有董事作出特別查詢，而彼等亦已書面確認於本年內，彼等已遵守標準守則所載之規定標準。

董事會委員會

為協助董事會執行職務，董事會已設立審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）。該等委員會在明確界定的職權範圍內履行職責。獨立非執行董事在該等委員會中發揮重要作用，以確保獨立客觀的意見可獲採納。

該等委員會的職權範圍可於本公司及聯交所網站瀏覽。

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

According to Rule 13.92, the Stock Exchange of Hong Kong Limited will not consider diversity to be achieved for a single gender board. Henceforth, the Board is planning to improve the gender diversity at board level and across the workforce, and are in the process of seeking one or more suitable candidates of different gender to join the Board on or before 31 December 2024.

As at the date of this report, the Board comprises 6 Directors. Among which, one of them is a non-executive Director and three of them are independent non-executive Directors. The Directors are of diverse educational background and possess a wide spectrum of professional qualifications and business experience. Other than gender, the Board is of significant diversity, whether considered in terms of professional and educational background and skills.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (“Model Code”) as the code of conduct of the Company regarding Directors’ securities transactions. The Company made specific enquiries to all Directors and all Directors have confirmed in writing that they have complied with the required standards set out in the Model Code during the year.

BOARD’S COMMITTEES

To assist in the execution of its responsibilities, the Board has established audit committee (the “Audit Committee”), remuneration committee (the “Remuneration Committee”), and nomination committee (the “Nomination Committee”). These committees function within clearly defined terms of reference. Independent non-executive Directors play a significant role in these committees to ensure that independent and objective views are taken.

The terms of reference of these committees are available on the websites of the Company and the Stock Exchange.

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審核委員會

在報告期內，審核委員會由張省本先生（審核委員會主席）、盛洪先生及沈毅民先生組成，彼等均為獨立非執行董事。所有委員會成員均具備合適資格如會計及財務管理。

審核委員會於2022年召開5次會議，以與高級管理層及外聘核數師檢討本集團之重大內部控制及財務事宜（如審核委員會之職權範圍所載）。審核委員會之職能包括下列各項：

- 審閱本集團之財務報表並向董事會提供推薦意見以供審批
- 審查本集團遵守法例及法定規定的情況
- 審查本集團之內部監控及風險管理
- 審閱重大會計及審計事項
- 審查本集團之關連交易
- 監察及管理與外聘核數師的關係

審核委員會有權在其職責範圍內對任何事宜進行調查，並獲授權履行其職責時如認為必要可尋求獨立專業意見。於展開審核本公司截至2022年12月31日止年度之財務報表前，審核委員會已接獲核數師根據香港會計師公會發佈之專業會計師操守規範第290條（修訂本）之規定，就彼等之獨立性及客觀性而發出之書面確認。

AUDIT COMMITTEE

The Audit Committee consists of Mr. Cheung Sound Poon (chairman of the Audit Committee), Mr. Sheng Hong and Mr. Shen Yi Min for the reporting period, who are both independent non-executive Directors. All committee members possess appropriate qualifications such as accounting and financial management.

The Audit Committee met 5 times in 2022 to review with the senior management and external auditors the Group's significant internal controls and financial matters as set out in the Audit Committee's terms of reference. The functions of the Audit Committee include the following matters:

- Reviewing the Group's financial statements with recommendation to the Board for approval
- Reviewing the Group's compliance of the regulatory and statutory requirements
- Reviewing the Group's internal control and risk management
- Reviewing significant accounting and audit issues
- Reviewing the Group's connected transactions
- Overseeing and managing the relationship with external auditors

The Audit Committee has power to conduct investigations into any matter within the scope of responsibility of the Audit Committee. The Audit Committee is authorised to obtain independent professional advice if it deems necessary for discharging its responsibilities. The Audit Committee has obtained a written confirmation from the auditors on their independence and objectivity as required under the Section 290 (revised) of the Code of Ethics for Professional Accountants issued by Hong Kong Institute of Certified Public Accountants prior to the commencement of the audit of the Company's financial statements for the year ended 31 December 2022.

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於年內，審核委員會已於個別之審核委員會會議內履行上述職能及已對核數師審閱之審核範圍、過程、有效性以及獨立性表示信納。

在本公司及其附屬公司（統稱「本集團」）截至2022年12月31日止年度之綜合財務報表中，本公司核數師就與持續經營基準有關之重大不明朗因素出具不發表意見聲明（「不發表意見聲明」），當中由於本公司能否成功實施債務重組的不確定性，彼等未能取得充足審核憑證以就應用持續經營基準的基礎作出結論。審核委員會已就不發表意見聲明的基準與核數師進行溝通。除持續經營基準外，在所有其他方面，核數師認為綜合財務報表已遵照香港公司條例的披露規定妥為編製。

審核委員會已完成審閱2022年中期及年度財務報表，並向董事會建議批准有關財務報表。董事會與審核委員會對重聘核數師沒有意見分歧。

During the year, the Audit Committee has carried out the above functions in the respective Audit Committee meetings and also has been satisfied with the review of the audit scope, process, effectiveness and independence of the auditors.

In the consolidated financial statements of the Company and its subsidiaries (together as the “Group”) for the year ended 31 December 2022, the Company’s auditors issued disclaimer of opinion on the material uncertainties relating to the going concern basis (“Disclaimer of Opinion”), in which they were unable to obtain sufficient audit evidence to conclude on the basis of the application of the going concern basis due to the uncertainty on the successful implementation of the debt restructuring of the Company. The Audit Committee has communicated with the Auditors regarding the basis of the Disclaimer of Opinion. Other than the going concern basis, in all other aspect, in the opinion of the Auditors, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

The Audit Committee has reviewed and recommended to the Board for approval of the interim and annual financial statements for 2022. There was no disagreement between the Board and the Audit Committee on the re-appointment of the auditors.

薪酬委員會

薪酬委員會現時由4名成員組成，包括張省本先生（薪酬委員會主席兼獨立非執行董事）、池靜超先生（執行董事）、盛洪先生（獨立非執行董事）及沈毅民先生（獨立非執行董事）。

薪酬委員會之職能為制訂一套具透明度的程序，以制定本集團董事及高級管理層的薪酬政策和方案。薪酬委員會的職能包括：

- 檢討本集團個別執行及非執行董事及高級管理層的薪酬方案並就此向董事會提供建議
- 檢討本公司購股權計劃的管理
- 檢討本集團董事及高級管理層的酬勞的合適程度

概無董事參與釐定其本身的薪酬。薪酬委員會於2022年共召開一次會議，以檢討董事及高級管理層的現有薪酬政策。

REMUNERATION COMMITTEE

The Remuneration Committee currently comprises 4 members, namely Mr. Cheung Sound Poon (chairman of the Remuneration Committee and independent non-executive Director), Mr. Chi Jing Chao (executive Director), Mr. Sheng Hong (independent non-executive Director) and Mr. Shen Yi Min (independent non-executive Director).

The functions of the Remuneration Committee are to formulate transparent procedures for setting remuneration policies and packages for Directors and the senior management of the Group. Its duties include:

- Reviewing and recommending to the Board the remuneration packages of individual executive and non-executive Directors and the senior management of the Group
- Reviewing the administration of the share option scheme of the Company
- Reviewing the appropriateness of compensation for Directors and the senior management of the Group

No Director is involved in determining his/her own remuneration. The Remuneration Committee met once in 2022 to review the existing remuneration policies of the Directors and senior management.

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提名委員會

提名委員會現由3位成員組成，包括池文富先生（提名委員會主席兼執行董事）、張省本先生（獨立非執行董事）及盛洪先生（獨立非執行董事）。

提名委員會的職能包括：

- 檢討董事會之架構、人數及組成
- 建議對董事會作出任何變動以配合本公司的企業策略
- 物色有能力及合資格人選出任董事會成員
- 評核獨立非執行董事之獨立性
- 就委任或重新委任董事及董事繼任安排作出建議
- 制定及維持董事會成員的提名政策
- 制定及維持董事會多元化政策並確保其有效性
- 監察董事會成員多元化政策的執行並檢審及就修訂該等政策提供意見

提名委員會於2022年共召開一次會議，以檢討董事會之架構、人數及組成，並建議董事會變動董事會成員角色及於即將舉行之股東週年大會重新委任卸任董事、同時評核獨立非執行董事之獨立性。

於履行物色合適資格人選為董事會成員之職責時，提名委員會將充分考慮董事會成員多元化政策。

NOMINATION COMMITTEE

The Nomination Committee currently comprises 3 members, namely, Mr. Chi Wen Fu (chairman of the Nomination Committee and executive Director), Mr. Cheung Sound Poon (independent non-executive Director) and Mr. Sheng Hong (independent non-executive Director).

Its duties include:

- Reviewing the structure, size and composition of the Board
- Recommending any change to the Board to complement the Company's corporate strategies
- Identifying capable and qualified individuals to become Board members
- Assessing independence of independent non-executive Directors
- Making recommendation on appointment or re-appointment of Directors and succession planning for Directors
- Developing and maintaining a policy for the nomination of Board members
- Developing and maintaining a board diversity policy and to ensure its effectiveness
- Monitoring the implementation of the Board diversity policy and to review and to make recommendations on any revisions of such policy

The Nomination Committee met once in 2022 for reviewing the structure, size and composition of the Board, making recommendation to the Board regarding change of roles of board members and re-appointment of retiring Directors at the forthcoming annual general meeting, assessing the independence of independent non-executive Directors.

In carrying out the responsibility for identifying suitably qualified candidates to become members of the Board, the Nomination Committee will give adequate consideration to the board diversity policy.

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核數師薪酬

本公司委任國衛會計師事務所有限公司擔任本集團的獨立核數師。除提供審計服務外，國衛會計師事務所有限公司本年度亦提供非審計服務。於2022年度，非審計服務主要包括專業審閱服務。

以下為釐定委任核數師提供非審核服務所考慮的原則：

- 核數師概無作出管理決定
- 不會削弱核數師的獨立性
- 服務質素
- 服務收費

董事會於股東週年大會上獲授權釐定獨立核數師的薪酬。

就2022年所提供的服務，本集團支付／應付予獨立核數師之服務酬金如下：

AUDITORS' REMUNERATION

The Company had appointed HLB Hodgson Impey Cheng Limited as the independent auditors of the Group. Apart from audit services, HLB Hodgson Impey Cheng Limited also provided non-audit services during the year. For the year of 2022, the provisions of non-audit services mainly include professional services for professional review.

The following principles are considered when determining the appointment of the auditors in non-audit services:

- No management decision made by the auditors
- Independence of the auditors not to be impaired
- Quality of service
- Cost of service

The Board was authorised in the annual general meeting to determine the remuneration of the independent auditors.

The remuneration paid/payable by the Group to the independent auditors for the year of 2022 are as follows:

		千港元 HK\$'000
國衛會計師事務所有限公司 審核及審核相關服務	HLB Hodgson Impey Cheng Limited Audit and audit related services	2,300

本年度之賬目由國衛會計師事務所有限公司審核，其任期將於即將舉行之股東週年大會上屆滿。審核委員會已向董事會建議，於即將舉行之股東週年大會上再次委任國衛會計師事務所有限公司為本公司之核數師。

The accounts for the year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be re-appointed as the auditors of the Company at the forthcoming annual general meeting.

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董事與核數師各自的職責

董事確認彼等負責編製各財政期間之財務報表，該等財務報表須真實公平地反映本公司及其附屬公司的事務狀況，以及符合公司條例（香港法例第622章）的規定及上市規則的適用披露條文。

核數師確認其誠如本年報第77至82頁核數師報告所載之責任。

內部監控

董事會確認其負責設立、維護及檢討本集團內部監控及風險管理系統之有效程度，以確保股東之投資及本集團之資產得到保障。該系統專責管理而非消除未能達成業務目標的風險，僅可就排除重大錯誤陳述或虧損提供合理而非絕對保證。此責任主要由審核委員會代為履行。於回顧年度，審核委員會獲董事會授權，並已檢討本集團內部監控制度的效用，當中涵蓋所有重大監控方面（包括財務、運作及合規監控以及風險管理功能）。

健全的內部監控制度乃建基於穩健之控制環境。這取決於以下要素：

- 組織之商業道德及文化；
- 其職員之質素及能力；
- 董事會引領之方向；及
- 管理層之效能

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Directors acknowledge their responsibilities for preparation of the financial statements for each financial period, which give a true and fair view of the state of affairs of the Company and its subsidiaries and in compliance with the requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the applicable disclosure provisions of the Listing Rules.

The auditors acknowledge their responsibilities in the auditors' report as set out on pages 77 to 82 of the annual report.

INTERNAL CONTROLS

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's system of internal controls and risk management with a view to ensuring that shareholders' investments and the Group's assets are safeguarded. Such system is designated to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. This responsibility is primarily fulfilled on its behalf by the Audit Committee. In the year under review, the Audit Committee, as delegated by the Board, has reviewed the effectiveness of the internal control systems of the Group, covering all material controls, including financial, operational and compliance controls and risk management functions.

The foundation of a strong system of internal control is a solid control environment. This is dependent on the following components:

- Business ethics and culture of the organisation;
- Quality and competence of its personnel;
- Direction provided by the Board; and
- Effectiveness of the management

風險管理

本集團透過定期檢討以確定重大業務風險領域，以及採取適當措施控制和減低該等風險，從而改進其業務與營運活動。本集團管理層審閱所有重要監控政策及程序，並向董事會及審核委員會特別提出所有重大事件。

本集團內部審計部門協助執行本集團風險管理，因此本集團能確保與本集團營運有關的新出現風險可由管理層立即識別，評估執行計劃的充分性以管理該等風險以及監控及評估執行計劃的有效性。上述均為持續程序且審核委員會定期檢討本集團風險管理系統。

審核委員會向董事會呈報本集團的風險管理及內部監控政策的執行情況，其中包括釐定風險因素、評估本集團能承受的風險級別及風險管理措施的有效性。根據本集團內部監控部門及審核委員會報告，董事會認為，本集團的風險管理及內部監控系統屬適當及有效且本集團已遵守企業管治守則所載之風險管理及內部監控條文。

RISK MANAGEMENT

The Group improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and mitigate these risks. The management of the Group reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee.

The implementation of risk management of the Group was assisted by the Group's internal audit department so that the Group could ensure new and emerging risks relevant to the Group's operation are promptly identified by management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans. These are on-going processes and our Audit Committee reviews the Group's risk management systems periodically.

Audit committee reported to the Board the implementation of the Group's risk management and internal control policy which, among other things, included the determination of risk factors, evaluation of risk level the Group could endure and effectiveness of risk management measures. Based on the reports from the Group's internal control department and the Audit Committee, the Board considers the Group's risk management and internal control system is adequate and effective and the Group has complied with the provisions on risk management and internal controls as set out in the CG code.

企業管治報告

Corporate Governance Report

處理及傳播內幕消息的程序及內部監控

本集團遵循證券及期貨條例（「證券及期貨條例」）及上市規則規定。本集團會盡快在合理可行的情況下向公眾披露內幕消息，惟資料屬證券及期貨條例所規定的任何安全保障者除外。在資料全面向公眾披露前，本集團確保資料維持高度機密。倘本集團相信不能維持必要之機密程度或可能已洩露機密，則本集團會即時向公眾披露資料。由於須以清晰及均衡的方式呈列資料並同時披露正面及負面事實，故本集團致力確保公佈或通函所載資料在重大事實方面並無虛假或無具誤導成分或因遺漏重大事實而出現虛假或誤導成分。

與股東溝通及投資者關係

本公司明白開放的溝通及公平的披露的重要性。本公司的政策是要確保所有股東公平地獲得所有重大企業發展的資訊。

全體股東就本公司舉行的任何股東大會均會獲得適當通知，董事及委員會成員均列席會上及對股東提出的任何問題作出解答。本公司重要資料可於本公司網站或寄發予股東之財務報表及通函中取得。股東亦可致函給本公司之投資者關係經理就需要董事會注意的問題作出任何查詢，其聯絡資料載於下文「股東權利 — (c)向董事會作出查詢之權利」一段。

PROCEDURES AND INTERNAL CONTROLS FOR HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of Securities and Futures Ordinance (“SFO”) and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars is not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company recognises the importance of open communication and fair disclosure. It is the Company’s policy to ensure that all shareholders are equally informed of all major corporate developments.

All shareholders have proper notice of any general meeting of the Company at which the Directors and the committees’ members are available to give explanation on any query raised by the shareholders. Major information of the Company could be obtained from the Company’s website or financial reports and circulars sent to the shareholders. Any enquiries by the shareholders requiring the Board’s attention can also be sent in writing to the Investor Relations Manager of the Company whose contact details are set out in the paragraph headed “Shareholders’ Rights – (c) Right to Put Enquiries to the Board” below.

企業管治報告 Corporate Governance Report

於本公司股東大會上提呈的決議案將以投票方式進行表決，惟大會主席可以誠實信用的原則做出決定，容許純粹有關程序或行政事宜的決議案以舉手方式表決。本公司將於每次股東大會上向股東解釋投票表決程序，並回答股東有關投票程序的問題。投票表決結果將按上市規則訂明的方式刊登於聯交所及本公司網站上。

作為投資者關係定期計劃的一部分，高級行政人員可於業績公布後安排簡介會或路演，並與機構投資者及分析師出席研討會，就本公司的表現、目標及發展進行雙向溝通。本公司會應特定要求安排公司約訪。

股東權利

(a) 召開股東特別大會之權利

根據本公司之組織章程細則，任何一位或以上於存放要求日期持有不少於本公司繳足股本（附帶權利於本公司股東大會上投票）十分之一的股東隨時有權向本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於提出該要求後2個月內舉行。

Resolutions put to vote at the general meetings of the Company shall be decided on a poll, save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Procedures for conducting a poll will be explained to the shareholders at each general meeting and questions from shareholders regarding the voting procedures will be answered. The poll results will be posted on the websites of the Stock Exchange and the Company respectively in the manner prescribed under the Listing Rules.

As part of a regular program of investor relations, senior executives may hold briefings or road shows after the results announcement and attend conferences with institutional investors and analysts to engage in two-way communications on the Company's performance, objectives and developments. Company visits can be arranged by the Company upon specific request.

SHAREHOLDERS' RIGHTS

(a) *Right to Convene Extraordinary General Meeting*

Pursuant to the articles of association of the Company, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

企業管治報告

Corporate Governance Report

該書面要求必須列明該大會的目的、由請求人士簽署及送交本公司董事會或公司秘書，地址為本公司於香港之總辦事處和主要營業地點香港九龍尖沙咀海港城港威大廈第5座16樓，而該要求可由一式多份，每份由一名或以上請求人士簽署的文件組成。

該要求將由本公司於香港之股份過戶登記分處核實，經股份過戶登記分處確認該要求符合程序後，本公司的公司秘書將於要求董事會根據所有相關法例及監管規定向全體註冊股東發出充分通知後召開股東特別大會。相反，倘要求經核實為不符合程序，請求人士將獲告知此結果，股東特別大會將不會按要求召開。

倘提出要求後21日內，董事會未有召開該大會，則請求人士可自行以同樣方式召開該大會，而請求人士因董事會未有召開大會而產生的所有合理開支應由本公司向請求人士作出償付。

(b) 於股東大會提呈議案之權利

開曼群島公司法或本公司組織章程細則並無條文批准股東於股東大會上提呈新決議案。有意提呈決議案之股東可按前述段落所載之程序要求本公司召開股東特別大會。

有關提名人士參選董事之程序，可於本公司網站www.centurysunshine.com.hk查閱。

The written requisition must state the purposes of the meeting, signed by the requisitioner(s) and deposit it to the Board or the company secretary of the Company at the Company's head office and principal place of business in Hong Kong at 16th Floor, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, and such request may consist of several documents in like form, each signed by one or more of the requisitioner(s).

The request will be verified with the Company's branch share registrar in Hong Kong and upon the confirmation of the branch share registrar that the request is in order, the company secretary of the Company will ask the Board to convene an extraordinary general meeting by serving sufficient notice in accordance with all relevant statutory and regulatory requirements to all registered members. On the contrary, if the request is verified as not in order, the requisitioner(s) will be advised of this outcome and accordingly, an extraordinary general meeting will not be convened as requested.

If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself/themselves may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

(b) Right to Put Forward Proposals at General Meetings

There are no provisions allowing shareholders to propose new resolutions at general meetings under the Cayman Islands Companies Law or the articles of association of the Company. Shareholders who wish to propose a resolution may request the Company to convene an extraordinary general meeting following the procedures set out in the preceding paragraph.

As regard the procedures for proposing a person for election as a Director, please refer to the procedures made available on the website of the Company at www.centurysunshine.com.hk.

企業管治報告 Corporate Governance Report

(c) 向董事會作出查詢之權利

股東可隨時以書面方式致函本公司之投資者關係總監，向董事會作出查詢及提出關注事項，其聯絡資料載列如下：

香港
九龍
尖沙咀
海港城
港威大廈第5座
16樓
傳真：(852) 2802 2697
電郵：ir@centurysunshine.com.hk

本公司之投資者關係總監會於適當時候把股東之查詢及關注事項轉交董事會及／或相關董事會委員會，以回答股東之提問。

公司秘書

陸世煒先生為本公司之僱員，並自2010年5月1日獲委任為本公司之公司秘書。陸先生之履歷資料載於「董事及高級管理層簡歷」一節。

根據上市規則第3.29條，陸先生於截至2022年12月31日止財政年度內已參與不少於15小時的相關專業培訓。

章程文件

本公司章程文件於年內並無變動。

股東週年大會

在本公司於2022年6月27日舉行之上屆股東週年大會上，所有關於採納財務報表、重選董事、續聘核數師及授予發行及購回股份之一般授權等決議案均獲得通過。本公司將訂於2023年6月30日或本公司網站及聯交所後續刊發之進一步股東週年大會通告所訂明之任何其他日期舉行今屆股東週年大會。

(c) Right to Put Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing for the attention of Investor Relations Director of the Company whose contact details are as follows:

16th Floor
Tower 5, The Gateway
Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong
Fax: (852) 2802 2697
Email: ir@centurysunshine.com.hk

The Investor Relations Director of the Company shall forward the shareholders' enquiries and concerns to the Board and/or relevant committees of the Board to answer the shareholders' questions where appropriate.

COMPANY SECRETARY

Mr. Luk Sai Wai, Simon is an employee of the Company and has been appointed as the company secretary of the Company with effect from 1 May 2010. The biographical details of Mr. Luk are set out in the section headed "Directors and Senior Management Profile".

According to Rule 3.29 of the Listing Rules, Mr. Luk has taken no less than 15 hours of relevant professional training during the financial year ended 31 December 2022.

CONSTITUTIONAL DOCUMENTS

There are no changes in the Company's constitutional documents during the year.

ANNUAL GENERAL MEETING

At the Company's last annual general meeting held on 27 June 2022, all the resolutions relating to the adoption of financial statements, re-election of Directors, reappointment of auditors and grant of general mandates to issue and repurchase shares have been duly passed. The forthcoming annual general meeting of the Company is scheduled to be held on 30 June 2023 or any other dates as specified in further notice of annual general meeting to be published on the websites of the Company and the Stock Exchange later.

董事會報告

Directors' Report

董事謹此欣然提呈本報告，連同本集團截至2022年12月31日止年度之經審核財務報表，有關報表刊載於第83至231頁。

主要業務及業務地域分析

本公司之主要業務乃投資控股。其主要附屬公司之業務及其他詳情載於財務報表附註24。

本集團按經營分部的表現分析載於財務報表附註8。截至2022年及2021年12月31日止年度，本集團主要於中國營運及本集團之收入主要來自中國，而於2022年12月31日及2021年12月31日，本集團非流動資產主要位於中國。概無披露本集團按地區劃分的業績及資產分析。

業績及分派

本集團截至2022年12月31日止年度之業績載於第83至84頁之綜合損益表及綜合全面收益表。

本公司董事不建議就截至2022年12月31日止年度派付任何股息。

業務回顧

本集團之業務回顧載於本年報第16至25頁。

五年財務概要

本集團於過去5個財政年度之業績、資產及負債概要載於本年報第232頁。

The Directors have pleasure in submitting their report together with the audited financial statements of the Group for the year ended 31 December 2022, which are set out on pages 83 to 231.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities and other particulars of its principal subsidiaries are shown under Note 24 to the financial statements.

An analysis of the Group's performance by operating segments is set out in Note 8 to the financial statements. During the years ended 31 December 2022 and 2021, the Group mainly operated in the PRC and the Group's revenue are mainly derived from the PRC and non-current assets of the Group are mainly located in the PRC as at 31 December 2022 and 31 December 2021. No analysis of the Group's result and assets by geographical area is disclosed.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 83 to 84.

The directors of the Company do not recommend the payment of any dividend for the year ended 31 December 2022.

BUSINESS REVIEW

A business review of the Group is set out on pages 16 to 25 of the annual report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last 5 financial years is set out on page 232 of the annual report.

物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於財務報表附註17。

股本

本公司之股本變動詳情載於財務報表附註37。

與股份掛鈎協議

(a) 授予董事及被選員工之購股權

截至2022年12月31日止年度被頒授、被行使及已失效之購股權，詳情載於財務報表附註39及本董事會報告之「購股權計劃」章節內。

(b) 認購期權

於2019年12月13日，本公司之間接全資附屬公司（「授予人」）與獨立第三方（「期權承授人」）訂立認購期權協議。據此，授予人同意以不可退還期權費2,000,000港元向期權承授人授出認購期權，期權承授人可於期權期間，並須根據及受限於認購期權協議條款，按行使價每股稀鎂科技股份0.35港元，向授予人認購最多200,000,000股稀鎂科技股份。倘認購期權獲悉數行使，授予人應收之總代價將為72,000,000港元。

欲了解更多詳情，請參閱本公司於2019年12月13日和2020年3月23日發佈的公佈。

此認購期權已於2022年12月22日到期及失效。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 17 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 37 to the financial statements.

EQUITY LINKED AGREEMENTS

(a) *Share options granted to directors and selected employees*

For share options granted, exercised and lapsed during the year ended 31 December 2022, details are set out in Note 39 of the financial statements and the section named “Share Option Schemes” contained in this Directors' Report.

(b) *Call option*

On 13 December 2019, an indirect wholly owned subsidiary of the Company (the “Grantor”) entered into a call option agreement with an independent third party (the “Optionee”). Pursuant to which, the Grantor agreed to grant to the Optionee a call option at a non-refundable option fee of HK\$2,000,000 relating to the purchase of up to 200,000,000 REMT shares at an exercise price of HK\$0.35 per REMT share during an option period on and subject to the terms of the call option agreement. In the event that the call option is exercised in full, the aggregate consideration receivable by the Grantors will be HK\$72,000,000.

For more details, please refer to the announcements made by the Company on 13 December 2019 and 23 March 2020.

The call option matured and lapsed on 22 December 2022.

董事會報告 Directors' Report

上市後償票據

於2017年6月5日，本公司發行了面值101,750,000新加坡元之上市後償票據（根據多種幣值中期票據計劃）。該等票據票息率為7.0厘，並於新加坡交易所上市。該等票據已於2020年7月3日到期並違約。

截至2022年12月31日止尚未償還之上市後償票據詳情載於財務報表附註33。

儲備

本集團及本公司年內之儲備變動詳情分別載於第87頁之綜合權益變動表及財務報表附註38(b)。

可供分派儲備

本公司於2022年12月31日之可供分派儲備為零港元（2021年：510,141,000港元）。

優先購買權

本公司之組織章程細則或開曼群島法例並無優先購買權條款，規定本公司須按比例向現有股東提呈發售新股。

LISTED SUBORDINATED NOTES

On 5 June 2017, the Company issued listed subordinated notes (under the Multicurrency Medium Term Note Programme) with the face value of SGD101.75 million. The note carries a coupon rate of 7.0% and are listed on the Singapore Stock Exchange. The note matured on 3 July 2020 and was defaulted.

Details of the listed subordinated notes outstanding as at 31 December 2022 are set out in Note 33 of the financial statement.

RESERVES

Details of the movements in reserves of the Group and of the Company during the year are set out in consolidated statement of changes in equity on page 87 and Note 38(b) to the financial statements respectively.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2022 amounted to HK\$Nil (2021: HK\$510,141,000).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

購買、出售或贖回本公司上市證券

於2022及2021年內，本公司或其任何附屬公司於年內及截至本年報日期並無購買、出售或贖回本公司任何上市證券。

董事

於年內及截至本年報日期之董事如下：

執行董事

池文富(主席及行政總裁)
池靜超

非執行董事

郭孟勇

獨立非執行董事

張省本
盛洪
沈毅民

根據本公司組織章程細則第87條，池靜超先生及盛洪先生將於本公司應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year 2022 and 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year and up to the date of the annual report.

DIRECTORS

The Directors during the year and up to the date of the annual report are:

Executive Directors

Chi Wen Fu (*Chairman and CEO*)
Chi Jing Chao

Non-Executive Director

Guo Mengyong

Independent Non-Executive Directors

Cheung Sound Poon
Sheng Hong
Shen Yi Min

In accordance with Article 87 of the Company's Articles of Association, Mr. Chi Jing Chao and Mr. Sheng Hong will retire from office by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

董事會報告

Directors' Report

董事服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立不可由本公司於一年內終止而毋須賠償(法定賠償除外)之服務合約。

董事於合約之權益

於年末或年內任何時間，本公司或其任何附屬公司或其母公司概無訂立任何涉及本集團業務而董事於其中直接或間接擁有重大權益之重要合約。

董事於競爭業務之權益

年內，本公司董事或管理層股東或彼等各自之聯繫人士(定義見上市規則)概無於任何與本集團業務構成或可能構成競爭之業務中擁有任何權益。

獲准許彌償

根據本公司的組織章程細則第167條，本公司之每名董事就其執行職務或與此有關所蒙受或招致之一切損失或負債，均有權從本公司資產中獲得彌償保證，而各董事概無須就其執行職務或與此有關本公司所出現或招致之任何損失，損害賠償或不幸情況負責。

現時及於年內已備有適當的董事責任保險以保障本公司之董事在面對索償時可能產生的成本和責任。

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance in relation to the Group's business to which the Company, any of its subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors or the management shareholders of the Company or their respective associates (as defined in the Listing Rules) had any interest in a business that competed or might compete with the business of the Group.

PERMITTED INDEMNITY

Pursuant to Article 167 of the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

A Directors liability insurance is currently in place, and was in place during the year, to protect the Directors of the Company against potential costs and liabilities arising from claims brought against them.

董事及高級管理層履歷詳情

董事及高級管理層的簡歷載於本年報第40至42頁。

購股權計劃

(a) 本公司之購股權計劃

為吸引及挽留最優秀之員工以發展本集團業務，以及提供額外鼓勵或獎勵予獲選之合資格參與者，本公司於2019年6月26日採納一項購股權計劃（「該計劃」）。合資格參與者主要為本集團僱員、董事及對本集團有所貢獻之本集團承包商、供應商或服務供應商。除非另行註銷或修訂，否則該計劃將自成立日期起10年內有效。該計劃之餘下年期約為6.5年（於2029年6月26日屆滿）。

於2022年12月31日，該計劃項下尚未行使之購股權合共可認購284,900,000股股份。購股權變動詳情載於財務報表附註39。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out on pages 40 to 42 of the annual report.

SHARE OPTION SCHEMES

(a) *Share option scheme of the Company*

In order to attract and retain the best quality employees for the development of the Group's businesses and to provide additional incentives or rewards to selected qualifying participants, the Company adopted a share option scheme on 26 June 2019 (the "Scheme"). The qualifying participants mainly include employees of the Group, Directors and contractors, suppliers or service providers of the Group who have contribution to the Group. The Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the Scheme is approximately 6.5 years (expiry on 26 June 2029).

As at 31 December 2022, options to subscribe for a total of 284,900,000 Shares were outstanding under the Scheme. Details of the movements in the options are set out in Note 39 to the financial statements.

董事會報告 Directors' Report

(b) 附屬公司之購股權計劃

稀鎂科技

為吸引及挽留優秀員工發展本集團稀鎂科技的業務，並提供經選定合資格參與者額外獎勵或回報，稀鎂科技於2017年12月4日採納購股權計劃（「稀鎂科技計劃」）。合資格參與者主要包括僱員、董事、承包商、供應商或服務供應商。彼等皆曾為稀鎂科技集團作出貢獻。稀鎂科技計劃自其成立日期起計十年內有效，惟遭註銷或修改則除外。稀鎂科技計劃餘下年期約為5年（於2027年12月4日屆滿）。

於2022年12月31日，稀鎂科技計劃項下可認購合共17,170,000股股份的購股權（「稀鎂科技購股權」）尚未行使。購股權變動詳情載於財務報表附註39。

(b) Share option scheme of a subsidiary REMT

In order to attract and retain the best quality employees for the development of the Group of REMT's businesses and to provide additional incentives or rewards to selected qualifying participants, REMT adopted a share option scheme on 4 December 2017 (the "REMT Scheme"). The qualifying participants mainly include employees, directors, contractors, suppliers or service providers who have contribution to the Group of REMT. The REMT Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the REMT Scheme is approximately 5 years (expiry on 4 December 2027).

As at 31 December 2022, options to subscribe for a total of 17,170,000 Shares were outstanding under the REMT Scheme (the "REMT Options"). Details of the movements in the options are set out in Note 39 to the financial statements.

董事及主要行政人員於本公司及任何相聯法團股份、相關股份及債券之權益

於2022年12月31日，本公司各董事或主要行政人員於本公司或任何其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中有記錄於本公司根據證券及期貨條例第XV部第352條存置之登記冊內之相關權益及短倉如下：

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION

As at 31 December 2022, the relevant interests and short positions of the Directors or chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register to be kept by the Company under Section 352 of Part XV of the SFO were as follows:

董事會報告 Directors' Report

(i) 於本公司之股份及購股權之長倉

(i) Long Positions in Shares and Share Options of the Company

董事姓名 Name of Director	持有股份數目 Number of Shares held			持有購股權數目 (附註2) Number of Options held (note 2)	佔本公司 於2022年 12月31日 已發行股本 之百分比 Percentage of issued share capital of the Company as at 31 December 2022
	個人權益 Personal interests	公司權益 Corporate interests	合計 Total		
	池文富 (「池先生」) Chi Wen Fu ("Mr. Chi")	249,970,548	1,341,871,364 (附註1) (note 1)		
池靜超 Chi Jing Chao	1,633,998	-	1,633,998	8,000,000	0.04% 0.17%
郭孟勇 Guo Mengyong	2,625,000	-	2,625,000	5,000,000	0.06% 0.11%
張省本 Cheung Sound Poon	-	-	-	5,000,000	- 0.11%
盛洪 Sheng Hong	1,775,000	-	1,775,000	5,000,000	0.04% 0.11%
沈毅民 Shen Yi Min	300,000	-	300,000	-	0.01% -

董事會報告

Directors' Report

(ii) 於本公司之債券之長倉

(ii) Long position in debentures of the Company

董事姓名 Name of director	身份／權益性質 Capacity/Nature of interest	所持債券金額 Amount of debentures held 新加坡元 SGD
池先生 Mr. Chi	個人權益 Personal interest	2,500,000

附註：

notes:

- 該等股份由冠華國際有限公司(「冠華」)持有。鑒於池先生持有冠華已發行股本83.74%，據此賦予彼於冠華股東大會上行使或控制行使三分之一或以上之投票權，因此被視為公司權益。

按照日期為2014年7月10日之股份抵押合同，作為本公司主要股東的冠華，將本公司549,280,000股股份(相當於2015年6月30日本公司已發行股本約12%)抵押給國際金融公司(「國際金融公司」)，作為由國際金融公司和白山市天安金屬鎂礦業有限公司於2014年5月30日簽署(於2015年12月7日經修訂及重列)的貸款協議之抵押品。

- 持有之購股權之詳情載列於上文「購股權計劃」一節。

除上文所披露者外，於2022年12月31日，本公司各董事或主要行政人員或彼等各自之聯繫人士，概無於本公司或任何其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有記錄於本公司根據證券及期貨條例第352條存置之登記冊內之相關權益及短倉。

- These Shares are held by Alpha Sino International Limited ("Alpha Sino") and are deemed corporate interests by virtue of Mr. Chi's holding of 83.74% of the issued share capital of Alpha Sino which entitled him to exercise or control the exercise of one-third or more of the voting power at general meeting of Alpha Sino.

As pursuant to a share mortgage agreement dated 10 July 2014, Alpha Sino, being the substantial shareholder of the Company, had mortgaged 549,280,000 Shares (representing approximately 12% of the issued share capital of the Company as at 30 June 2015) to International Finance Corporation ("IFC") as security for a loan agreement dated 30 May 2014 (as amended and restated on 7 December 2015) entered into between IFC and Baishan City Tianan Magnesium Resources Co. Ltd.

- Details of Options held are set out in the above section headed "Share Options Schemes".

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company or their respective associates had interests and short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register to be kept by the Company under Section 352 of SFO.

董事會報告
Directors' Report

(iii) 於本公司之相聯法團股份、相關股份及債券之權益

稀鎂科技

(iii) *Interests in the shares, underlying shares and debenture of associated corporation of the Company*

REMT

董事 Director	擁有權益或視為擁有權益之普通股數目 Number of ordinary shares interested or deemed to be interested			持有稀鎂科技 購股權數目 (附註) Number of REMT Options held (note)	佔稀鎂科技 於2022年 12月31日 已發行股本之 百分比 Percentage of issued share capital of REMT as at 31 December 2022
	家族權益 Family interests	公司權益 Corporate interests	合計 Total		
	長倉 Long position				
張省本 Cheung Sound Poon	-	-	-	250,000	0.06%

附註：持有之購股權之詳情載列於上文「購股權計劃」一節。

note: Details of Options held are set out in the above section headed "Share Options Schemes".

董事會報告

Directors' Report

主要股東於本公司股份及相關股份中之權益及短倉

就董事或本公司主要行政人員所知悉，於2022年12月31日，於本公司股份或股票衍生工具的相關股份擁有記錄於根據證券及期貨條例第336條規定須保存的登記冊的權益或短倉的人士如下：

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to any Director or chief executive of the Company, as at 31 December 2022, persons who had interests or short positions in the Shares or underlying shares of equity derivatives of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

股東姓名／名稱 Name of shareholder	持倉性質 Nature	持有股份數目 Number of Shares held	持有購股權數目 Number of Options held	佔本公司於2022年 12月31日已發行 股本之百分比 Percentage of issued share capital of the Company as at 31 December 2022
池文富 Chi Wen Fu	長倉 Long position	1,591,841,912 (附註1)(note 1)		34.75%
	長倉 Long position		20,000,000 (附註3)(note 3)	0.44%
冠華 Alpha Sino	長倉 Long position	1,341,871,364 (附註2)(note 2)		29.29%
國際金融公司(「國際金融公司」) International Finance Corporation ("IFC")	長倉 Long position	549,280,000 (附註2)(note 2)		12.00%

附註：

1. 池文富先生於本公司合共1,591,841,912股股份中擁有權益，當中(a)249,970,548股股份乃由其實益擁有，並以其名義登記；及(b)1,341,871,364股股份乃基於其持有冠華已發行股本83.74%，據此賦予其權力可於冠華股東大會上行使或控制行使三分之一或以上之投票權而被視為公司權益。

按照日期為2014年7月10日之股份抵押合同，作為本公司主要股東的冠華，將本公司549,280,000股股份（相當於2015年6月30日本公司已發行股本約12%）抵押給國際金融公司（「國際金融公司」），作為由國際金融公司和白山市天安金屬鎂礦業有限公司於2014年5月30日簽署（於2015年12月7日經修訂及重列）的貸款協議之抵押品。

notes:

1. Mr. Chi Wen Fu has interest in an aggregate of 1,591,841,912 Shares of which (a) 249,970,548 Shares are beneficially owned by him and registered in his name; and (b) 1,341,871,364 Shares are deemed corporate interests by virtue of his holding of 83.74% of the issued share capital of Alpha Sino which entitled him to exercise or control the exercise of one-third or more of the voting power at general meeting of Alpha Sino.

As pursuant to a share mortgage agreement dated 10 July 2014, Alpha Sino, being the substantial shareholder of the Company, had mortgaged 549,280,000 Shares (representing approximately 12% of the issued share capital of the Company as at 30 June 2015) to International Finance Corporation ("IFC") as security for a loan agreement dated 30 May 2014 (as amended and restated on 7 December 2015) entered into between IFC and Baishan City Tianan Magnesium Resources Co. Ltd.

董事會報告 Directors' Report

2. 國際金融公司於合共549,280,000股股份中擁有權益，當中按照日期為2014年7月10日之股份抵押合同，作為本公司主要股東的冠華，將本公司549,280,000股股份（相當於2015年6月30日本公司已發行股本約12%）抵押給國際金融公司，作為由國際金融公司和白山市天安金屬鎂礦業有限公司於2014年5月30日簽署（於2015年12月7日經修訂及重列）的貸款協議之抵押品。
3. 持有之購股權之詳情載列於上文「購股權計劃」一節。

董事於競爭業務之權益

於回顧期內，董事或本公司管理層股東或彼等各自之聯繫人士（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））概無於任何與本集團業務構成或可能構成競爭之業務中擁有任何權益。

管理合約

於年內，本公司概無訂立亦無存在任何有關本公司全部或任何重大部分業務之管理及行政合約。

主要供應商及客戶

本年度本集團主要供應商及客戶應佔之採購及銷售額之比重如下：

採購	
– 最大供應商	16.2%
– 5大供應商合佔	43.4%
銷售	
– 最大客戶	16.9%
– 5大客戶合佔	36.2%

董事、彼等之聯繫人士或任何股東（據董事所知擁有本公司股本5%以上）概無於上述主要供應商或客戶中擁有權益。

2. IFC has interest in an aggregate of 549,280,000 Shares of which pursuant to a share mortgage agreement dated 10 July 2014, Alpha Sino, being the substantial shareholder of the Company, had mortgaged 549,280,000 Shares (representing approximately 12% of the issued share capital of the Company as at 30 June 2015) to IFC as security for a loan agreement dated 30 May 2014 (as amended and restated on 7 December 2015) entered into between IFC and Baishan City Tianan Magnesium Resources Co. Ltd.
3. Details of Options held are set out in the above section headed “Share Options Schemes”.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the period under review, none of the Directors nor the management shareholders of the Company or their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) had any interest in a business that competed or might compete with the business of the Group.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR SUPPLIERS AND CUSTOMERS

The percentage of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	16.2%
– 5 largest suppliers in aggregate	43.4%
Sales	
– the largest customer	16.9%
– 5 largest customers in aggregate	36.2%

None of the Directors, their associates or any shareholders which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

董事會報告 Directors' Report

關連交易

本年度及去年度並沒有任何關連交易，惟於財務報表附註41所披露者除外。

公眾持股量之充足性

根據本公司可從公開途徑取得之資料及就董事所知，本公司於截至2022年12月31日止年度內一直維持足夠公眾持股量。

核數師

截至2022年12月31日止年度的賬目經由國衛會計師事務所有限公司審核，其任期於即將舉行之股東週年大會上屆滿。本公司將於即將舉行之股東週年大會上提呈一項決議案再次委任國衛會計師事務所有限公司為本公司之核數師。

代表董事會

池文富
執行董事

香港，2023年3月24日

CONNECTED TRANSACTION

Other than those disclosed in Note 41 to the financial statements, there was no connected transaction during the year and in last year.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float throughout the year ended 31 December 2022.

AUDITORS

The accounts for the year ended 31 December 2022 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chi Wen Fu
Executive Director

Hong Kong, 24 March 2023

獨立核數師報告

Independent Auditors' Report

截至2022年12月31日止年度
For the year ended 31 December 2022



香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

31/F., Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

致

世紀陽光集團控股有限公司股東
(臨時清盤中)
(於開曼群島註冊成立的有限公司)

不發表意見

我們獲委聘以審核載於第83至231頁之世紀陽光集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其包括於2022年12月31日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表之附註，包括主要會計政策概要。

我們對 貴集團之綜合財務報表不發表意見。由於我們報告中不發表意見之基準一節內所述事項之重要性，我們並未能夠取得充足適當審核憑據以就該等綜合財務報表發表之審核意見提供基準。我們認為，在所有其他方面，該等綜合財務報表已根據香港公司條例之披露規定妥為編製。

不發表意見之基準

與持續經營基準有關之重大不明朗因素

誠如綜合財務報表附註1所解釋，於2020年7月3日，貴公司公佈(i) 貴公司違約贖回本金金額為101.75百萬新加坡元之上市後償票據(「新加坡元票據」)；(ii) 貴公司已接獲其兩名銀行債權人要求 貴公司及其附屬公司償還 貴公司擔保之約51百萬港元借款另加應計利息並相信其很有可能進一步收到其債權人之催收；以及(iii) 一份清盤呈請連同委任共同臨時清盤人(「共同臨時清盤人」)之申請已於2020年7月2日(開曼

TO THE SHAREHOLDERS OF CENTURY SUNSHINE GROUP HOLDINGS LIMITED (IN PROVISIONAL LIQUIDATION)

(Incorporated in Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Century Sunshine Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 83 to 231, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Material uncertainties relating to the going concern basis

As explained in Note 1 to the consolidated financial statements, on 3 July 2020, the Company announced (i) the Company defaulted on the redemption of the SGD 101.75 million in principal amount of the listed subordinated notes (the “SGD Notes”); (ii) the Company had received demands from two of its bank creditors for the repayment of borrowings of the Company and its subsidiary guaranteed by the Company of approximately HK\$51 million plus interest accrued and believed it was likely to receive further calls from

獨立核數師報告 Independent Auditors' Report

截至2022年12月31日止年度
For the year ended 31 December 2022

群島時間)向開曼群島最高法院提交，藉此按「非強制性」原則進行債務重組。共同臨時清盤人已於2020年7月14日(開曼群島時間)根據開曼群島法院授予之命令獲委任並於2020年8月28日獲香港高等法院認可以及於2020年11月30日獲新加坡高等法院認可。

於2021及2022年，共同臨時清盤人多次舉行債權人委員會會議，討論臨時清盤與重組計劃的進展。截至本報告日期，貴集團與債權人尚未就任何重組計劃達成共識，及開曼群島大法院已將清盤呈請聆訊延後至2023年4月25日(星期二)(開曼群島時間)舉行。

此外，誠如綜合財務報表附註3所解釋，(i) 貴集團截至2022年12月31日止年度產生淨虧損約1,055,367,000港元，以及截至該日，貴集團之流動負債超過其流動資產約2,048,557,000港元；(ii)截至2022年12月31日，須於要求時或於一年內償還之借款為1,750,179,000港元，而其銀行及現金結餘僅為86,369,000港元；(iii)截至2022年12月31日，貴集團已違約或未能履行若干契諾的貴集團若干借款約1,734,391,000港元，有關金額須按貸方要求時支付；及(iv)由於境外債務重組也直接或間接影響境內銀行對貴集團旗下企業的信貸融資，及引發部分銀行採取法律行動，包括但不限於訴訟、要求凍結、查封及拍賣企業資產以實現其債權。於2022年12月31日，欠該等銀行及其他債權人的負債已包括在借款約733,744,000港元以及超過1百萬港元的貿易應付款項及應付票據及其他應付款項合共約68,682,000港元。

its creditors; and (iii) a winding up petition has been filed on 2 July 2020 (Cayman Islands time) to the Supreme Court of the Cayman Islands together with the application for the appointment of the joint provisional liquidators (“JPLs”) on a “light touch” basis for debt restructuring purpose. The JPLs were appointed pursuant to an order granted by the court in the Cayman Islands on 14 July 2020 (Cayman Islands time) and recognised by the High Court in Hong Kong on 28 August 2020 and by the Singapore High Court on 30 November 2020.

In 2021 and 2022, the JPLs have held creditors' committee's meetings to discuss the development of the provisional liquidation and restructuring plan. As of the date of this report, no consensus on any restructuring plan could be reached between the Group and the creditors and the hearing of the winding up petition was adjourned to be heard on Tuesday, 25 April 2023 (Cayman Islands time) by the Grand Court of Cayman Islands.

Further, as explained in Note 3 to the consolidated financial statements, (i) the Group incurred a net loss of approximately HK\$1,055,367,000 for the year ended 31 December 2022, and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$2,048,557,000; (ii) its borrowings repayable on demand or within one year amounted to HK\$1,750,179,000 as at 31 December 2022, while its bank and cash balances amounted to HK\$86,369,000 only; (iii) the Group has defaulted in payment or could not fulfil certain covenants relating to certain borrowings of the Group amounting to HK\$1,734,391,000 as at 31 December 2022, which have become repayable on demand of the lenders; and (iv) the Group's offshore debt restructuring is having a direct or indirect impact on the credit financing of its PRC onshore subsidiaries provided by PRC domestic banks, whereby some banks have resorted to taking legal actions such as litigation, freezing, sealing, and auctioning of the subsidiaries' assets to recover their debts. The liabilities owed to these banks and other creditors as at 31 December 2022 were included within the borrowings of approximately HK\$733,744,000 and trade and bills payables and other payables for exceeding HK\$1 million in aggregate of approximately HK\$68,682,000.

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上述狀況顯示存在重大不明朗因素，可能對貴集團之持續經營能力構成重大疑慮。誠如綜合財務報表附註3所載，董事正在採取若干措施改善貴集團之流動資金及財務狀況。此外，於截至2022年12月31日止本財政年度，本集團附屬公司稀鎂科技集團控股有限公司的債權人計劃（「稀鎂科技債權人計劃」）已成功實施，據此，稀鎂科技債權人計劃項下的借貸獲延期五年（自其生效日期起計），而應計費用及其他應付款項的相關未付金額獲悉數解除，從而改善本集團於報告期末的流動資金狀況。該等綜合財務報表乃按持續經營基準編製，其有效程度視乎上述措施之最終結果能否成功，而這本身具有不確定性，且截至本報告日期不能以合理理由確定並受多項不明朗因素之規限，包括(i) 在與貴集團債權人之債權人委員會及新加坡元票據持有人之非正式指導委員會協商後，共同臨時清盤人及貴公司是否能夠落實建議重組計劃，以對貴集團之債務及負債進行重組並取得相關法院就實施落實重組計劃之安排計劃之裁決；及(ii) 貴集團是否能夠對資本投資、生產及行政經營執行進一步成本控制措施，以減少貴集團之整體運營成本。

The conditions described above indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. The directors have been undertaking certain measures to improve the Group's liquidity and financial position, as set out in Note 3 to the consolidated financial statements. Further, during the current financial year ended 31 December 2022, the creditors' scheme of the subsidiary of the Group, Rare Earth Magnesium Technology Group Holding Limited ("REMT Creditors' Scheme") were successfully implemented, whereby the borrowings under the REMT Creditors' Scheme were extended to a period of five years, starting from its effective date and the related outstanding amounts of accruals and other payable were fully discharged, thereby improving the liquidity position of the Group at the end of the reporting period. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the successful eventual outcome of the above mentioned measures, which are inherently uncertain and as at the date of this report cannot be ascertained with reasonable certainty and are still subject to multiple uncertainties, including whether (i) the JPLs and the Company will be able to finalise the proposed restructuring plan for the restructuring of the debts and liabilities of the Group after consultations with the creditors' committee of the creditors of the Group and the Informal Steering Committee of the holders of the SGD Notes and obtain the sanctions of the relevant courts for the schemes of arrangement for the implementation of the finalised restructuring plan; and (ii) the Group is able to implement further cost control measures on capital investments, production and administrative operations to reduce overall operating costs of the Group.

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倘 貴集團不能自上述計劃及措施取得成功結果，其可能不會按持續基準經營，因此必須作出調整將 貴集團資產之賬面值撇減至其可回收金額，以為可能進一步產生之負債作出撥備，並將非流動資產及非流動負債分別重新分類至流動資產及流動負債。此等調整之影響尚未反映於綜合財務報表內。

我們未獲提供足夠適當之審核憑證來推斷管理層在編製綜合財務報表時已使用持續經營會計基礎是否恰當，這是由於管理層有關其持續經營評估之未來行動計劃仍無法落實，因為儘管已成立債權人委員會且多次舉行會議，於截至本報告日期 貴集團與債權人未能就任何重組計劃達成任何共識。倘發現需要作出任何調整，可能會對 貴集團於2022年12月31日之綜合資產淨值及 貴集團於截至2022年12月31日止年度之綜合虧損及其他全面收益或虧損及現金流量，以及其在綜合財務報表中呈列或披露的相關項目及披露產生重大影響。

Should the Group fail to achieve successful outcomes from the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

We have not been provided with sufficient appropriate audit evidence to conclude on the appropriateness of management's use of the going concern basis of accounting in the preparation of the consolidated financial statements because management's plans for future actions in relation to its going concern assessment could not be finalized yet, as, although creditors' committee was formed and several meetings were held, no consensus on any restructuring plan could be reached between the Group and the creditors as of the date of this report. Any adjustments found to be required may have consequential significant effects on the consolidated net assets of the Group as at 31 December 2022 and the consolidated loss and other comprehensive income or loss and cash flows of the Group for the year ended 31 December 2022, and the related elements and disclosures thereof presented or disclosed in the consolidated financial statements.

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董事及審核委員會就綜合財務報表須承擔的責任

董事負責根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）及香港公司條例的披露要求編製真實而公平列報之綜合財務報表，及對董事認為必要之內部監控負責，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會負責監督 貴集團之財務報告過程。

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with the Hong Kong Financial Reporting Standards (the “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group’s financial reporting process.

獨立核數師報告 Independent Auditors' Report

截至2022年12月31日止年度
For the year ended 31 December 2022

核數師就審核綜合財務報表須承擔的責任

我們的責任是根據香港會計師公會頒佈之香港審計準則（「香港審計準則」）對綜合財務報表進行審核並僅向閣下（作為整體）出具核數師報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔責任。然而，由於本報告不發表意見之基準一節所述之事項，我們無法就該等綜合財務報表發表審核意見。

根據香港會計師公會頒佈之專業會計師道德守則（「守則」），我們獨立於貴集團，並已履行守則中之其他專業道德責任。

出具本獨立核數師報告之審計項目董事是郭梓俊。

國衛會計師事務所有限公司
執業會計師

郭梓俊
執業證書編號：P06901

香港，2023年3月24日

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the consolidated financial statements in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA and to issue an auditor’s report solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to form an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement director on the audit resulting in this independent auditors’ report is Kwok Tsz Chun.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Kwok Tsz Chun
Practising Certificate Number: P06901

Hong Kong, 24 March 2023

綜合損益表

Consolidated Statement of Profit or Loss

截至2022年12月31日止年度
For the year ended 31 December 2022

		附註 Notes	2022 千港元 HK\$'000	2021 千港元 HK\$'000
收入	Revenue	7	531,605	1,331,858
銷售成本	Cost of sales		(466,105)	(1,200,336)
毛利	Gross profit		65,500	131,522
其他收益或虧損淨額	Other gains or losses, net	9	16,595	49,082
銷售及市場推廣費用	Selling and marketing costs		(7,839)	(34,377)
行政開支	Administrative expenses		(395,525)	(205,813)
債務重組之收益	Gain on debt restructuring	10	140,706	-
物業、廠房及設備減值	Impairment of property, plant and equipment	23	(336,184)	(696,034)
使用權資產減值	Impairment of right-of-use assets	23	(29,408)	(59,215)
無形資產減值	Impairment of intangible assets	23	(44,903)	(80,362)
貿易應收款項、按金及其他 應收款項預期信貸虧損 撥備淨額	Net allowance for expected credit losses on trade receivables, deposits and other receivables	13	(235,418)	(173,111)
財務擔保負債公允值變動	Change in fair value of financial guarantee liabilities		(39,045)	(250)
匯兌差額淨值	Exchange differences, net		(4,435)	9,152
財務費用	Finance costs	11	(191,776)	(200,301)
除所得稅前虧損	Loss before income tax	13	(1,061,732)	(1,259,707)
所得稅抵免	Income tax credit	12	6,365	5,605
年內虧損	Loss for the year		(1,055,367)	(1,254,102)
下列人士應佔年內虧損：	Loss for the year attributable to:			
本公司擁有人	Owners of the Company		(1,007,080)	(1,121,566)
非控股權益	Non-controlling interests		(48,287)	(132,536)
			(1,055,367)	(1,254,102)
每股虧損：	Loss per share:			
- 基本(港仙)	- basic (HK cents)	16	(21.98)	(24.48)
- 攤薄(港仙)	- diluted (HK cents)	16	(21.98)	(24.48)

綜合全面收益表

Consolidated Statement of Comprehensive Income

截至2022年12月31日止年度
For the year ended 31 December 2022

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
年內虧損	Loss for the year	(1,055,367)	(1,254,102)
其他全面(開支)/收益， 扣除所得稅： 換算海外業務所產生之 匯兌差額	Other comprehensive (expense)/ income, net of income tax: Exchange differences arising from translation of foreign operations	(260,279)	124,367
年內其他全面(開支)/收入 (扣除所得稅)	Other comprehensive (expense)/ income for the year (net of income tax)	(260,279)	124,367
年內全面支出總額	Total comprehensive expense for the year	(1,315,646)	(1,129,735)
下列人士應佔年內全面 支出總額：	Total comprehensive expense for the year attributable to:		
本公司擁有人	Owners of the Company	(1,126,178)	(1,019,960)
非控股權益	Non-controlling interests	(189,468)	(109,775)
		(1,315,646)	(1,129,735)

隨附附註屬本綜合財務報表的一部分。

The accompanying notes form an integral part of these consolidated financial statements.

綜合財務狀況表

Consolidated Statement of Financial Position

於2022年12月31日
As at 31 December 2022

		附註 Notes	2022 千港元 HK\$'000	2021 千港元 HK\$'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	17	2,619,818	3,408,172
投資物業	Investment properties	18	95,176	106,055
使用權資產	Right-of-use assets	19	178,135	232,958
商譽	Goodwill	20	151,116	151,116
無形資產	Intangible assets	21	224,066	291,125
採礦權	Mining rights	22	424,720	460,715
			3,693,031	4,650,141
流動資產	Current assets			
按公允值計入損益之 股本工具	Equity instruments at fair value through profit or loss	25	1,690	3,906
存貨	Inventories	26	223,161	357,926
貿易應收款項及應收票據	Trade and bills receivables	27	55,606	390,324
預付款項、按金及其他 應收款項	Prepayments, deposits and other receivables	28	296,047	395,636
應退回所得稅	Income tax recoverable		5,117	–
銀行及現金結餘	Bank and cash balances	29	86,369	112,528
			667,990	1,260,320
流動負債	Current liabilities			
貿易應付款項及應付票據	Trade and bills payables	30	125,402	180,807
應計費用及其他應付款項	Accruals and other payables	31	680,174	584,985
合約負債	Contract liabilities	31	154,553	220,318
租賃負債	Lease liabilities	32	963	391
應付所得稅	Income tax payable		5,276	9,171
借貸	Borrowings	33	1,750,179	2,146,074
			2,716,547	3,141,746
流動負債淨值	Net current liabilities		(2,048,557)	(1,881,426)
資產總值減流動負債	Total assets less current liabilities		1,644,474	2,768,715

綜合財務狀況表

Consolidated Statement of Financial Position

於2022年12月31日
As at 31 December 2022

		附註 Notes	2022 千港元 HK\$'000	2021 千港元 HK\$'000
非流動負債	Non-current liabilities			
其他應付款項	Other payables	31	22,890	48,789
租賃負債	Lease liabilities	32	5,539	5,823
借貸	Borrowings	33	205,512	–
一間上市附屬公司發行的 可換股債券	Convertible bonds issued by a listed subsidiary	34	7,899	–
遞延收入	Deferred revenue	35	69,354	75,018
遞延稅項負債	Deferred tax liabilities	36	150,467	175,066
			461,661	304,696
資產淨值	Net assets		1,182,813	2,464,019
本公司擁有人應佔股本 及儲備	Capital and reserves attributable to owners of the Company			
股本	Share capital	37	101,419	101,419
儲備	Reserves		1,287,154	2,246,664
			1,388,573	2,348,083
非控股權益	Non-controlling interests		(205,760)	115,936
權益總額	Total equity		1,182,813	2,464,019

董事會於2023年3月24日批准及授權刊發載於第83至231頁之綜合財務報表，並由下列董事代表簽署：

池文富
Chi Wen Fu
董事
Director

池靜超
Chi Jing Chao
董事
Director

The consolidated financial statements on pages 83 to 231 were approved and authorised for issue by the board of directors on 24 March 2023 and are signed on its behalf by:

隨附附註屬本綜合財務報表的一部分。

The accompanying notes form an integral part of these consolidated financial statements.

綜合權益變動表

Consolidated Statement of Changes in Equity

截至2022年12月31日止年度
For the year ended 31 December 2022

		本公司擁有人應佔											
		Attributable to Owners of the Company											
		資本類									小計	非控股權益	總計
		股本	股份溢價	資本贖回 儲備 (附註(i))	資本儲備 (附註(ii))	法定儲備 (附註(iii))	購股權 儲備	換算儲備	其他儲備	保留盈利			
		Share capital	Share premium	Capital redemption reserve	Capital reserve	Statutory reserve	Share option reserve	Translation reserve	Other reserve	Retained earnings	Sub-total	Non- controlling interests	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於2020年12月31日 及2021年1月1日	As at 31 December 2020 and 1 January 2021	101,419	1,353,356	4,526	13,666	280,200	39,813	(82,769)	(219,701)	1,870,777	3,361,287	225,711	3,586,998
年內虧損	Loss for the year	-	-	-	-	-	-	-	-	(1,121,566)	(1,121,566)	(132,536)	(1,254,102)
年內其他全面收益 (扣除所得稅)	Other comprehensive income for the year, (net of income tax)	-	-	-	-	-	-	-	-	-	-	-	-
換算海外業務所產生 之匯兌差額	Exchange differences arising from translation of foreign operations	-	-	-	-	-	-	101,606	-	-	101,606	22,761	124,367
年內全面(開支)/ 收益總額	Total comprehensive (expense)/income for the year	-	-	-	-	-	-	101,606	-	(1,121,566)	(1,019,960)	(109,775)	(1,129,735)
已失效購股權	Share option lapsed	-	-	-	-	-	(1,260)	-	-	1,260	-	-	-
轉撥至儲備	Transfer to reserve	-	-	-	-	9,025	-	-	-	(9,025)	-	-	-
股權結算股份付款 之交易	Equity settled share-based transactions	-	-	-	-	-	6,756	-	-	-	6,756	-	6,756
於2021年12月31日 及2022年1月1日	As at 31 December 2021 and 1 January 2022	101,419	1,353,356	4,526	13,666	289,225	45,309	18,837	(219,701)	741,446	2,348,083	115,936	2,464,019
年內虧損	Loss for the year	-	-	-	-	-	-	-	-	(1,007,080)	(1,007,080)	(48,287)	(1,055,367)
年內其他全面收益 (扣除所得稅)	Other comprehensive income for the year, (net of income tax)	-	-	-	-	-	-	-	-	-	-	-	-
換算海外業務所產生 之匯兌差額	Exchange differences arising from translation of foreign operations	-	-	-	-	-	-	(119,098)	-	-	(119,098)	(141,181)	(260,279)
年內全面開支總額	Total comprehensive expense for the year	-	-	-	-	-	-	(119,098)	-	(1,007,080)	(1,126,178)	(189,468)	(1,315,646)
已失效購股權	Share option lapsed	-	-	-	-	-	(596)	-	-	596	-	-	-
轉撥至儲備	Transfer to reserve	-	-	-	-	1,249	-	-	-	(1,249)	-	-	-
股權結算股份付款 之交易	Equity settled share-based transactions	-	-	-	-	-	3,775	-	-	-	3,775	-	3,775
一間上市附屬公司發行的 可換股債券(附註34)	Convertible bonds issued by a listed subsidiary (Note 34)	-	-	-	-	-	-	-	-	-	-	1,049	1,049
與一間上市附屬公司發行的 可換股債券有關之遞延稅項	Deferred tax related to issuance of convertible bonds by a listed subsidiary	-	-	-	-	-	-	-	-	-	-	(169)	(169)
不涉及控制權變動的 附屬公司所有權益 變動(附註44)	Change in ownership interest in subsidiaries without change of control (Note 44)	-	-	-	-	-	-	-	162,893	-	162,893	(133,108)	29,785
於2022年12月31日	As at 31 December 2022	101,419	1,353,356	4,526	13,666	290,474	48,488	(100,261)	(56,808)	(266,287)	1,388,573	(205,760)	1,182,813

綜合權益變動表

Consolidated Statement of Changes in Equity

截至2022年12月31日止年度
For the year ended 31 December 2022

附註：

notes:

- (i) 資本贖回儲備指本公司於購回及註銷股份時由本公司保留盈利轉撥之本公司股份之面值。
- (ii) 資本儲備指根據集團重組已收購及資本化之附屬公司股份面值與用作交換有關股份而發行之本公司股份的面值兩者間之差額。
- (iii) 法定儲備主要為附屬公司按其中華人民共和國（「中國」）法定財務報表所列純利的10%及為若干安全生產活動提撥的資金。

- (i) Capital redemption reserve represents the nominal value of the Shares of the Company which was transferred from the Company's retained earnings upon repurchase and cancellation of Shares by the Company.
- (ii) Capital reserve represents the difference between the nominal value of the shares of the subsidiaries that have been acquired and capitalised pursuant to a group reorganisation over the nominal value of the Company's Shares issued in exchange therefore.
- (iii) Statutory reserve mainly represents the fund set aside by the subsidiaries based on 10% of their net profit of the People's Republic of China (the "PRC") statutory financial statements and that for the purpose of certain safety production activities.

根據中國成立之附屬公司之組織章程細則及相關之中國法則及法規，該等附屬公司須撥出10%之扣除所得稅後溢利（按中國國內法定財務報表記錄為準）作為法定儲備，除非該儲備資金結餘已達附屬公司註冊資本50%。該儲備資金僅可用於對銷附屬公司過往年度之虧損、擴充附屬公司之生產業務或增加附屬公司之股本。

In accordance with the articles of association of the subsidiaries established in the PRC and the relevant PRC rules and regulations, these subsidiaries are required to set aside 10% of their profit after income tax as recorded in the PRC statutory financial statements as statutory reserve, except where the reserve fund balance has reached 50% of the subsidiaries' registered capital. The reserve fund can only be used to make good the subsidiaries' previous years' losses, to expand the subsidiaries' production operations or to increase the capital of the subsidiaries.

根據中國國家安全生產監督管理總局及其他相關監管機構發佈的若干規例，本集團需按規定比例主要為白雲石及蛇紋石採掘活動提撥資金。該等資金可供用於維護及／或改善上述安全生產，不得向股東分派。

Pursuant to certain regulations issued by the State Administration of Work Safety of the PRC and other relevant regulatory bodies, the Group is required to set aside funds mainly for mining of dolomite and serpentine at prescribed rates. These funds can be used for maintenance and/or improvements of safety of these activities, and is not available for distribution to shareholders.

綜合現金流量表

Consolidated Statement of Cash Flows

截至2022年12月31日止年度
For the year ended 31 December 2022

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
經營活動	Operating activities		
除所得稅前虧損	Loss before income tax	(1,061,732)	(1,259,707)
就下列項目作出調整：	Adjustments for:		
折舊及攤銷	Depreciation and amortisation	270,432	220,093
財務費用	Finance costs	191,776	200,301
出售物業、廠房及設備及 土地使用權的虧損／(收益)淨額	Net loss/(gain) on disposal of property, plant and equipment and land use rights	7,111	(6,577)
利息收入	Interest income	(1,181)	(1,477)
股權結算股份付款	Equity settled share-based payments	3,775	6,756
債務重組收益	Gain on debt restructuring	(140,706)	-
貿易應收款項預期信貸 虧損撥備淨額	Net allowance for expected credit losses on trade receivables	203,705	173,332
其他應收款項預期信貸 虧損撥備撥回淨額	Net reversal of allowance for expected credit losses on other receivables	31,713	(221)
財務擔保負債公允值變動	Change in fair value of financial guarantee liabilities	39,045	250
衍生金融負債產生之 公允值收益	Fair value gain arising from derivative financial liabilities	-	(11,905)
衍生金融負債到期失效收益	Gain on lapse of derivative financial liabilities upon maturity	(18)	-
按公允值計入損益之 股本工具之公允值變動虧損	Loss on change in fair value of equity instruments at fair value through profit or loss	2,216	4,338
按公允值計入損益的股本工具之售 出虧損	Loss on disposal of equity instruments at fair value through profit or loss	-	56
於無形資產確認之減值虧損	Impairment loss recognised in intangible asset	44,903	80,362
於物業、廠房及設備確認之 減值虧損	Impairment loss recognised in property, plant and equipment	336,184	696,034
於使用權資產確認之減值虧損	Impairment loss recognised in right-of-use assets	29,408	59,215
撤銷無形資產	Written off of intangible asset	-	80
物業、廠房及設備撤銷	Written off of property, plant and equipment	1,628	1,451
預付款項撤銷	Written off of prepayments	40,350	-
營運資金變動前的 經營現金流量	Operating cash flows before movements in working capital	(1,391)	162,381
存貨減少	Decrease in inventory	111,371	198,479
貿易應收款項及 應收票據減少／(增加)	Decrease/(increase) in trade and bills receivable	98,828	(36,657)
預付款項、按金及其他應收款項 (增加)／減少	(Increase)/decrease in prepayment, deposits and other receivables	(6,997)	89,514
貿易應付款項及應付票據減少	Decrease in trade and bills payables	(43,160)	(75,806)
應計費用、其他應付款項及 預收款項及合約負債減少	Decrease in accruals, other payable and receipt in advance and contract liabilities	(68,322)	(116,944)
經營業務所產生的現金 已付所得稅	Cash generated from operations Income tax paid	90,329 (14,904)	220,967 (17,746)
經營活動所產生的現金淨額	Net cash generated from operating activities	75,425	203,221

綜合現金流量表

Consolidated Statement of Cash Flows

截至2022年12月31日止年度
For the year ended 31 December 2022

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
投資活動	Investing activities		
提取銀行存款	Withdrawal of deposits with banks	-	6,083
購買物業、廠房及設備	Purchase of property, plant and equipment	(53,756)	(239,609)
已收利息	Interest received	1,181	1,477
出售按公允值計入損益的股本工具之所得款項	Proceeds from disposal equity instrument of fair value through profit or loss	-	434
於附屬公司之擁有權變動之現金流入淨額	Net cash inflow in respect of change in ownership interest of subsidiaries	155	-
出售物業、廠房及設備的所得款項	Proceeds from disposal of property, plant and equipment	5,181	8,195
投資活動所用的現金淨額	Net cash used in investing activities	(47,239)	(223,420)
融資活動	Financing activities		
償還借貸	Repayment of borrowings	(39,051)	(11,502)
已付利息	Interest paid	(7,387)	(29,441)
償還租賃負債	Repayment of lease liabilities	(357)	(961)
融資活動所用的現金淨額	Net cash used in financing activities	(46,795)	(41,904)

綜合現金流量表

Consolidated Statement of Cash Flows

截至2022年12月31日止年度
For the year ended 31 December 2022

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
現金及等同現金項目減少淨額	Net decrease in cash and cash equivalents	(18,205)	(62,103)
年初的現金及等同現金項目	Cash and cash equivalents at the beginning of the year	101,964	157,417
外匯匯率變動的影響	Effect of foreign exchange rate changes	(7,157)	6,650
年末的現金及等同現金項目	Cash and cash equivalents at the end of the year	76,602	101,964
現金及等同現金項目結餘分析	Analysis of balances of cash and cash equivalents		
綜合財務狀況表所列之 已抵押銀行存款及銀行及 現金結餘	Pledged bank deposits and bank and cash balances as stated in the consolidated statement of financial position	86,369	112,528
已抵押為借貸及應付票據 擔保之已抵押銀行存款	Pledged deposits with banks pledged as security for borrowings and bills payable	(9,767)	(10,564)
綜合現金流量表所列之現金及 等同現金項目	Cash and cash equivalents as stated in the consolidated statement of cash flows	76,602	101,964

隨附附註屬本綜合財務報表的一部分。

The accompanying notes form an integral part of these consolidated financial statements.

財務報表附註

Notes to the Financial Statements

截至2022年12月31日止年度
For the year ended 31 December 2022

1. 一般資料

世紀陽光集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事農業肥料業務、鎂產品業務及煉鋼熔劑業務。

本公司乃於2003年1月21日根據開曼群島公司法第22章(1961年法律3, 經綜合及修訂)在開曼群島註冊成立的獲豁免有限公司。本公司的股份於2004年2月17日於香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)上市,並於2008年7月31日撤銷其於GEM的上市地位。自2008年8月1日起,本公司的股份已於聯交所主板上市。董事認為,本公司之直接及最終控股公司為冠華國際有限公司,該公司為於英屬處女群島註冊成立之公司。本公司最終控股股東為池文富先生。

綜合財務報表均以港元(「港元」)為單位,與本公司的功能貨幣相同。除非另有說明,否則所有金額均以最接近千位(「千港元」)計值。

1. GENERAL INFORMATION

Century Sunshine Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are principally engaged in fertiliser business, magnesium product business and metallurgical flux business.

The Company was incorporated in the Cayman Islands on 21 January 2003 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. On 17 February 2004, the Company’s shares were listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and were withdrawn from the GEM on 31 July 2008. Since 1 August 2008, the Company’s shares have been listing on the Main Board of the Stock Exchange. In the opinion of the directors, the immediate and ultimate holding company of the Company is Alpha Sino International Limited, a company incorporated in the British Virgin Islands, and the ultimate controlling shareholder of the Company is Mr. Chi Wen Fu.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

財務報表附註 Notes to the Financial Statements

截至2022年12月31日止年度
For the year ended 31 December 2022

清盤呈請及委任臨時清盤人

於2020年7月3日，本公司公佈(i)本公司違約贖回於2020年7月3日到期之本金金額為101.75百萬新加坡元之上市後償票據(「新加坡元票據」)(「付款違約」)(附註33iii)；(ii)本公司於2020年6月接獲其兩名銀行債權人要求本公司及其附屬公司償還本公司擔保之約51百萬港元借款另加應計利息，並相信其很有可能在付款違約後收到其債權人之進一步催收；以及(iii)一份清盤呈請(「呈請」)連同委任共同臨時清盤人(「共同臨時清盤人」)之申請已代表本公司於2020年7月2日(開曼群島時間)向開曼群島最高法院提交，其為「非強制」原則形勢，即本公司董事會(「董事會」)仍將管理本公司，而共同臨時清盤人會與本公司管理層一起致力於(其中包括)監督、督導和監察對整個集團進行全面及經協調的債務和負債重組(「建議重組計劃」)，包括維持本公司在香港聯合交易所有限公司的上市。

於2020年7月14日(開曼群島時間)，開曼群島大法院(「大法院」)頒佈一項命令，委任安永企業財務服務有限公司的閻正為先生及蘇潔儀女士、Ernst & Young Ltd.的Roy Bailey先生以及EY Cayman Ltd的Tammy Karina Fu女士為本公司共同臨時清盤人，並授予其共同及個別行事之權力。

Winding-up petitions and appointment of provisional liquidators

On 3 July 2020, the Company announced (i) the Company defaulted on the redemption of the SGD 101.75 million in principal amount of the listed subordinated notes (the “SGD Notes”) on their maturity on 3 July 2020 (the “Payment Default”) (Note 33 iii); (ii) the Company had received in June 2020 demands from two of its bank creditors for the repayment of borrowings of the Company and its subsidiary guaranteed by the Company of approximately HK\$51 million plus interest accrued and believed it was likely to receive further calls from its creditors following the Payment Default; and (iii) a winding-up petition (“Petition”) has been filed on 2 July 2020 (Cayman Islands time) to the Supreme Court of the Cayman Islands on behalf of the Company together with an application for the appointment of joint provisional liquidators (“JPLs”) on a “light touch” basis that the board of directors of the Company (the “Board”) will retain management of the Company while the JPLs will work alongside the Company’s management to, amongst other things, monitor, supervise and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities (the “Proposed Restructuring Plan”) including to maintain the listing of the Company on the Stock Exchange of the Hong Kong Limited.

On 14 July 2020 (Cayman Islands time), an order was granted by the Grand Court of Cayman Islands (the “Grand Court”) for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd., and Ms. Tammy Karina Fu of EY Cayman Ltd as JPLs of the Company with the power to act jointly and severally.

財務報表附註

Notes to the Financial Statements

截至2022年12月31日止年度
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於2020年8月18日，大法院向香港高等法院發出請求書（「請求書」），要求在香港承認共同臨時清盤人的任命和權力，以（其中包括）制定並提出重組計劃，致使本公司能夠繼續持續經營。大法院亦於當日接受其中一位共同臨時清盤人閻正為先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及蘇潔儀女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月26日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據請求書所給予的共同臨時清盤人權。於2020年8月28日，香港高等法院已批准該申請。

共同臨時清盤人於2020年10月28日向新加坡共和國高等法院（「新加坡高等法院」）提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據請求書所給予的共同臨時清盤人權。於2020年11月30日，新加坡高等法院已批准該申請。

於2020年12月23日，新加坡票據持有人成立了非正式指導委員會（「非正式指導委員會」）。於2021年3月7日，非正式指導委員會委任了一家獨立財務顧問（「獨立財務顧問」），與其共同列席債權人委員會，並推進後續相關工作。建議重組計劃已初步制定，惟須經與債權人磋商。

於2021年和2022年，共同臨時清盤人曾舉行若干次債權人委員會會議，討論臨時清盤與重組計劃的進展。儘管如此，任何該計劃的制定以及實施須受規定的多數債權人的同意以及大法院、香港高等法院及／或其他相關司法權區（如需要）的適用批准。

大法院並進一步命令，呈請將延後至2023年4月25日（星期二）（開曼群島時間）進行聆訊。

On 18 August 2020, the Grand Court issued a letter of request (“LOR”) to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Grand Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 26 August 2020 for the recognition of the appointment and powers of the JPLs pursuant to the LOR. On 28 August 2020, the High Court of Hong Kong has approved the said application.

An application has been filed by the JPLs to the High Court of the Republic of Singapore (the “Singapore High Court”) on 28 October 2020 for the recognition of the appointment and powers of the JPLs pursuant to the LOR. On 30 November 2020, the Singapore High Court has approved the said application.

On 23 December 2020, the Singapore Noteholders have established the informal steering committee (the “ISC”). On 7 March 2021, the ISC has appointed an independent financial advisor (the “IFA”), who sits on the creditors’ committee, together with the ISC, to proceed the follow-up work. The Proposed Restructuring Plan had been initially formulated but subject to be negotiated with the creditors.

In 2021 and 2022, the JPLs have held several creditors committee’s meetings to discuss the development of the provisional liquidation and restructuring scheme. Nevertheless, any determination and implementation of such scheme shall be subject to the agreement of the requisite majorities of creditors and the applicable approval(s) of the Grand Court, the High Court of Hong Kong, and/or other relevant jurisdictions, if necessary.

As further ordered by the Grand Court, the hearing of the Petition will be adjourned to be heard on Tuesday, 25 April 2023 (Cayman Islands time).

財務報表附註 Notes to the Financial Statements

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2. 應用香港財務報告準則(「香港財務報告準則」)之修訂

於本年度強制生效之香港財務報告準則之修訂

於本年度，本集團已首次採用以下由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則之修訂，該等修訂就編製綜合財務報表而言於本集團於2022年1月1日或之後開始之年度期間強制生效：

香港財務報告準則第3號的修訂	有關概念框架之提述
香港財務報告準則第16號的修訂	於2021年6月30日後的新冠肺炎疫情相關租金優惠
香港會計準則第16號的修訂	物業、廠房及設備—作擬定用途前之所得款項
香港會計準則第37號的修訂	有償合約—履行合約的成本
香港財務報告準則的修訂	香港財務報告準則2018年至2020年之年度改進

本年度採用香港財務報告準則的修訂對本集團當前及以前年度之財務狀況及業績及／或該等綜合財務報表所載披露並無產生重大影響。

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

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已頒佈但未生效的新訂及經修訂香港財務報告準則

本集團並未提前應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號(包括香港財務報告準則第17號於2020年10月及2022年2月的修訂)	保險合約 ¹
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者與其聯營公司或合資公司之間的資產出售或注資 ²
香港財務報告準則第16號的修訂	售後租回交易中的租賃負債 ³
香港會計準則第1號的修訂	將負債分類為流動或非流動以及香港詮釋第5號(2020年)之有關修訂 ³
香港會計準則第1號及香港財務報告準則實務報告第2號的修訂	會計政策之披露 ¹
香港會計準則第8號的修訂	會計估計之定義 ¹
香港會計準則第12號的修訂	與單一交易產生的資產及負債相關的遞延稅項 ¹

1 於2023年1月1日或之後開始之年度期間生效。

2 於待定日期或之後開始之年度期間生效。

3 於2024年1月1日或之後開始之年度期間生效。

本公司董事預測，應用所有其他香港財務報告準則新訂及修訂本於可預見的未來將不會對綜合財務報表產生重大影響。

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

1 Effective for annual periods beginning on or after 1 January 2023.

2 Effective for annual periods beginning on or after a date to be determined.

3 Effective for annual periods beginning on or 1 January 2024.

The directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

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3. 主要會計政策概要

編製綜合財務報表之基準

於編製此等綜合財務報表時應用之主要會計政策載列如下。除非另有說明，此等政策已一致應用於所有呈列年度。

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例（「公司條例」）所規定之適用披露資料。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The consolidated financial statements have been prepared in accordance with HKFRSs, issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

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持續經營

截至2022年12月31日止年度本集團產生虧損約1,055,367,000港元(2021年:1,254,102,000港元),而截至該日,本集團之流動負債超過其流動資產約2,048,557,000港元(2021年:1,881,426,000港元)。此外,於2022年12月31日,本集團之流動及非流動借款分別約為1,750,179,000港元(2021年:2,146,074,000港元)及205,512,000港元(2021年:零港元),而其銀行及現金結餘約為86,369,000港元(2021年:112,528,000港元)。誠如綜合財務報表附註1所述,本公司未能償還本金為101.75百萬新加坡元(相當於約590,781,000港元)之上市後償票據加2020年7月3日到期日時到期應計之利息,並收到其兩家銀行債權人要求償還約51,000,000港元之本集團借款。截至2022年12月31日本集團已違約或未能履行若干契諾之本集團若干借款約1,734,391,000港元,有關金額須按要求償還並在綜合財務狀況表中呈列為流動負債。此外,由於境外債務重組也直接或間接影響境內銀行對集團旗下企業的信貸融資,及引發部分銀行採取法律行動,包括但不限於訴訟、要求凍結、查封及拍賣企業資產以實現其債權。於2022年12月31日,欠該等銀行及其他債權人的負債已包括在借款約733,744,000港元以及超過1百萬港元的貿易應付款項及應付票據及其他應付款項合共約68,682,000港元。

上述狀況表示存在對本集團之持續經營能力構成疑慮之重大不明朗因素。因此,本集團可能無法於日常業務過程中變現其資產及解除債務。

Going concern

The Group recorded loss of approximately HK\$1,055,367,000 (2021: HK\$1,254,102,000) for the year ended 31 December 2022, and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$2,048,557,000 (2021: HK\$1,881,426,000). Further, as at 31 December 2022, the Group's current and non-current borrowings amounted to approximately HK\$1,750,179,000 (2021: HK\$2,146,074,000) and HK\$205,512,000 (2021: HK\$Nil) respectively, while its bank and cash balances only amounted to approximately HK\$86,369,000 (2021: HK\$112,528,000). As stated in Note 1 to the consolidated financial statements, the Company had defaulted in repayment of its listed subordinated notes of principal amount of SGD101.75 million (equivalent to approximately HK\$590,781,000) plus interests accrued when they fell due on their maturity date on 3 July 2020 and had received demands from two of its bank creditors for repayment of the borrowings of the Group of approximately HK\$51,000,000. The Group was defaulted in repayment or could not fulfil certain covenants of certain borrowings amounting to approximately HK\$1,734,391,000 as at 31 December 2022, which have become repayable on demand and are presented as current liabilities in the consolidated statement of financial position. Further, the Group's offshore debt restructuring is having a direct or indirect impact on the credit financing of its PRC onshore subsidiaries provided by PRC domestic banks, whereby some banks have resorted to taking legal actions such as litigation, freezing, sealing, and auctioning of the subsidiaries' assets to recover their debts. The liabilities owed to these banks and other creditors as at 31 December 2022 were included within the borrowings of approximately HK\$733,744,000 and trade and bills payables and other payables for exceeding HK\$1 million in aggregate of approximately HK\$68,682,000.

The conditions described above indicate the existence of a material uncertainty that cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

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本公司正積極探索本集團債務重組之方案，藉開曼群島大法院監督臨時清盤制度（通常稱為「非強制」臨時清盤）下執行管理層領導之重組，從而取得法定延緩以禁止未經開曼群島大法院准許下對本公司展開或持續進行任何訴訟。本公司正在積極努力地考慮制定切實可行之建議重組計劃，包括但不限於以下部分或全部事項：

1. 進行股權重組以便本公司透過發行股權自第三方投資者籌集現金；
2. 進行可能涉及再融資及／或本集團負債及債務和解或安排之債務重組；及
3. 可能由一個或以上的第三方投資者投資於本公司，借此為本公司籌集現金，以及可能出售非核心業務及本集團非營運中之固定資產。

建議之建議重組計劃將通過安排計劃（「債權人計劃」）方式與包括本公司在內之臨時清盤中之公司之債權人執行。計劃很可能會受到大法院、英屬處女群島法院（有關臨時清盤中之於英屬處女群島註冊成立之附屬公司）、香港法院及新加坡法院裁決。

此外，本公司計劃對資本投資、生產及行政運營採取進一步之成本控制措施，以降低本集團之整體運營成本。

The Company is actively exploring options to restructure the debts of the Group and intends to implement a management led restructuring by taking advantage of the court-supervised provisional liquidation regime in the Cayman Islands, commonly known as a “light touch” provisional liquidation, which gives the Company the benefit of a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of the Grand Court of the Cayman Islands. The Company is actively considering to develop a viable proposed restructuring plan, including but not limited to some or all of the followings:

1. equity restructuring to facilitate the raising of cash for the Company from third party investors through equity issue;
2. a debt restructuring that may involve refinancing and/or a compromise or arrangement of the debts and liabilities of the Group; and
3. potential investment in the Company from one or more third party investor(s) to facilitate raising of cash for the Company and potential disposal of non-core business and non-operating fixed assets of the Group.

It is proposed that the Proposed Restructuring Plan will be implemented by way of schemes of arrangement (the “Creditors’ Schemes”) with the creditors of the companies in provisional liquidation, including the Company. The Schemes are likely subject to the sanction of the Grand Court, the BVI Court (in respect of the subsidiaries in provisional liquidation which are incorporated in the BVI), the Hong Kong Court and the Singapore Court.

In addition, the Company plans to implement further cost control measures on capital investments, production and administrative operations to reduce overall operating costs of the Group.

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此外，於截至2022年12月31日止本財政年度，本集團附屬公司稀鎂科技集團控股有限公司的債權人計劃（「稀鎂科技債權人計劃」）已成功實施，據此，稀鎂科技債權人計劃項下的借貸獲延期五年（自其生效日期起計），而應計費用及其他應付款項的相關未付金額獲悉數解除，從而改善本集團於報告期末的流動資金狀況。

本公司董事認為，按持續經營基準編製綜合財務報表乃合宜之舉。該等綜合財務報表乃按持續經營基準編製，其有效程度視乎上述事件及條件之最終結果能否成功，而這本身具有不確定性，包括本集團能否與債權人順利磋商，並同意重續或延長現有借款，或完成債務融資以為本集團提供資金以滿足到期之債務。這進而取決於(i)在向本集團一般債權人之債權人委員會、新加坡元票據債券持有人之非正式指導委員會及委聘之獨立財務顧問協商後，共同臨時清盤人及本公司能夠落實建議重組計劃；及(ii)為執行已落實之建議重組計劃，將成功地從上述相關法院取得對安排計劃之裁決。

截至批准刊發綜合財務報表之日，建議重組計劃之框架已初步制定，惟建議重組計劃之最終結果無法合理確定。因此，截至批准刊發綜合財務報表之日，存在對本集團之持續經營能力構成疑慮之重大不明朗因素。倘本集團無法持續經營，則須於綜合財務報表作出調整以將本集團資產的賬面值撇減至可收回金額，以為可能進一步產生之負債作出撥備，並將非流動資產及非流動負債分別重新分類至流動資產及流動負債。此等調整之影響尚未反映於綜合財務報表內。

Further, during the current financial year ended 31 December 2022, the creditors' scheme of the subsidiary of the Group, Rare Earth Magnesium Technology Group Holding Limited ("REMT Creditors' Scheme") were successfully implemented, whereby the borrowings under the REMT Creditors' Scheme were extended to a period of five years, starting from its effective date and the related outstanding amounts of accruals and other payable were fully discharged, thereby improving the liquidity position of the Group at the end of the reporting period.

The directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on going concern basis. These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the eventual successful outcomes of the events and conditions described above, which are inherently uncertain, including the Group being able to successfully negotiate and agree with the creditors to renew or extend the existing borrowings or complete debt financing to provide funds for the Group to meet its liabilities as they fall due. This in turn is dependent upon (i) the JPLs and the Company being able to finalise the proposed restructuring plan after consultations with the creditors' committee of the general creditors of the Group, the ISC of the noteholders of the SGD Notes and the Independent Financial Adviser engaged to represent the ISC; and (ii) the sanctions of the schemes of arrangement will be successfully obtained from the relevant courts referred to above for the implementation of the finalised Proposed Restructuring Plan.

As at the date of approval for issuance of the consolidated financial statements, the framework of the proposed restructuring plan has been initially formulated but the eventual outcome of the proposed restructuring plan cannot be determined with reasonable certainty. Accordingly, the material uncertainty that cast significant doubt on the Group's ability to continue as a going concern remains in existence as at the date of approval for issuance of the consolidated financial statements. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to write down the carrying values of the Group's assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

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歷史成本基準

除若干於各報告期末按公允值計量的金融工具外，誠如下文會計政策所釋，綜合財務報表已按歷史成本基準編製。歷史成本通常根據為換取資產支付的代價的公允值釐定。

公允值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值技術估計。估計資產或負債之公允值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量和／或披露的公允值均在此基礎上予以確定，惟香港財務報告準則第2號以股份為基礎付款範圍內之以股份支付的交易、按香港財務報告準則第16號入賬之租賃交易以及以及與公允值類似但並非公允值的計量（例如，香港會計準則第2號存貨中的可變現淨值或香港會計準則第36號資產減值中的使用價值）除外。

非金融資產的公允值計量參考市場參與者能否以最高及最佳用途使用該資產，或把該資產售予另一能夠以最高及最佳用途使用該資產的市場參與者所產生的經濟效益。

就以公允值進行交易的金融工具及投資物業以及於往後期間使用不可觀察輸入數據計量公允值的估值方法而言，估值方法會經校準，以使初始確認時估值方法的結果與交易價格相同。

Historical cost basis

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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此外，就財務報告而言，公允值計量根據公允值計量之輸入數據可觀察程度及輸入數據對公允值計量之整體重要性分類為第1類、第2類或第3類，載述如下：

- 第1類輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第2類輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第1類內包括的報價除外)；及
- 第3類輸入數據是資產或負債的不可觀察輸入數據。

合併基準

綜合財務報表包括本公司及本公司所控制的實體(包括結構性實體)及其附屬公司的財務報表。倘出現以下情況，則本公司已取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本公司於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，按自本公司獲得控制權當日起至本公司失去附屬公司控制權當日止，計入綜合損益及其他全面收益報表內。

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

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本公司擁有人及非控股股東權益應佔損益及其他全面收益各組成部分。即使會使非控股權益出現虧絀，附屬公司的全面收益總額仍歸本公司擁有人及非控股權益所有。

如有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團採用的會計政策一致。

所有本集團成員間集團內部交易有關資產及負債、權益、收益、開支及現金流已於編製綜合賬目時悉數抵銷。

於附屬公司的非控股權益與本集團的權益分開呈列，其指現有擁有權權益，使其持有人有權於清盤時按比例取得有關附屬公司之資產淨值。

附屬公司

附屬公司為本公司直接或間接控制之實體（包括結構性實體）。當本集團對參與投資對象業務之浮動回報承擔風險或享有權利以及能透過對投資對象之權力（即本集團獲賦予現有能以主導投資對象相關活動之既存權利）影響該等回報時，即取得控制權。

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

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倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司業績按已收取及應收取之股息列入本公司損益賬。本公司於附屬公司之投資按成本扣除任何減值列賬。

業務合併

業務是一組完整的活動和資產，其包括一項投入及一項實質過程，有關過程對創造產出之能力有重大貢獻。倘所收購流程對持續生產產出的能力至關重要，包括擁有執行相關流程所需技能、知識或經驗的有組織員工，或對持續生產產出的能力有重大貢獻，且被視為獨特或稀缺，或在持續生產產出的能力方面沒有重大成本、努力或延遲的情況下無法替代，則所收購流程被視為實質性。

收購業務以收購法入賬。業務合併所轉讓代價以公允值計量，而公允值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期之公允值總和計算。收購相關成本一般於產生時於損益內確認。

就收購日期於2022年1月1日或之後的業務合併而言，所收購的可識別資產及所承擔的負債必須符合於2018年6月發佈的2018年財務報告概念框架（「概念框架」）內資產及負債的定義，惟國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號範圍內的交易及事件除外，於該情況下，本集團應用國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債。或然資產不予確認。

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) The contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivables. The Company's investments in subsidiaries are stated at cost less any impairment.

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

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於收購日期，所購入可識別資產及所承擔負債按其公允值確認，但以下各項除外：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與被收購方以股份為基礎支付安排或為替代被收購方以股份為基礎支付安排而訂立之本集團以股份為基礎支付安排有關之負債或股本工具，於收購日期根據香港財務報告準則第2號以股份為基礎之支付計量（見下文會計政策）；
- 根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務分類為持作出售之資產（或出售組合）按該準則計量；及
- 租賃負債按剩餘租賃付款（定義見香港財務報告準則第16號）之現值確認及計量，猶如收購之租賃於收購日期為新租賃，惟(a)租期於收購日期12個月內結束；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同之金額確認及計量，並進行調整以反映與市場條件相比租賃之有利或不利條款。

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股本權益（如有）公允值總和超出所收購可識別資產及所承擔負債於收購日期之淨額計量。倘於重新評估後，所收購可識別資產及所承擔負債之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益（如有）公允值之總和，差額即時於損益確認為按折價收購收益。

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

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非控股權益為現有所有權權益，使持有人於清盤時能夠按比例分佔相關附屬公司資產淨值，其可初步按非控股權益按比例分佔被收購方可識別資產淨值之已確認數額或按公允值計量。

當本集團於一項業務合併轉移之代價包括或然代價安排，則或然代價乃按其收購日期之公允值計量，並計入作為於一項業務合併轉移之代價一部分。合資格作計量期間調整之或然代價之公允值變動乃追溯調整。計量期間調整為於「計量期間」（不得超過收購日期起計一年）因獲得於收購日期已存在事實及情況之額外資料而作出之調整。

不符合作為計量期間調整之或然代價之其後會計處理，取決於或然代價如何分類。分類為權益之或然代價於其後報告日期不會重新計量，其後結算於權益內進行入賬處理。分類為資產或負債之或然代價於其後報告日期重新計量至公允值，而相應收益或虧損乃於損益中確認。

倘業務合併分階段達成，本集團先前持有之被收購方股權乃於收購日期（即本集團獲得控制權之日期）重新計量至公允值，而所產生之收益或虧損（如有）乃於損益或其他全面收益（如適用）內確認。於收購日期前已於其他全面收益確認並按香港財務報告準則第9號計量之被收購方權益產生之金額，將按本集團直接出售先前持有之股權所需之相同基準入賬。

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

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倘業務合併之初步會計處理於合併發生之報告期末仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出追溯調整，並確認額外資產或負債，以反映獲得有關收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

商譽

自收購業務產生之商譽按收購該業務當日所產生成本(見上文會計政策)減累計減值虧損(如有)列賬。

為進行減值測試，商譽乃分配至預期將從合併所帶來的協同效益中受惠的各本集團現金產生單位(或現金產生單位組合)，而該單位或單位組合指就內部管理目的監控商譽的最低水平且不超過經營分部。

獲得商譽分配的現金產生單位(或現金產生單位組合)每年進行減值測試及每當有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於某一報告期間收購產生的商譽而言，獲得商譽分配的現金產生單位(或現金產生單位組合)於該報告期間結束前進行減值測試。倘可收回金額低於該單位的賬面值，則首先分配減值虧損以減低任何商譽的賬面值，然後按該單位(或現金產生單位組合)內各項資產的賬面值所佔比例分配至該單位(或現金產生單位組合)的其他資產。

於出售相關現金產生單位或現金產生單位組合內任何現金產生單位時，商譽可歸屬金額於出售時計入釐定損益金額的計算中。當本集團出售現金產生單位內的業務(或現金產生單位組合內現金產生單位)時，所出售商譽金額按所出售業務(或現金產生單位)的相對價值及所保留現金產生單位(或現金產生單位組合)份額計量。

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

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來自客戶合約之收入

本集團於完成履約責任時(或就此)確認收益,即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時確認收益。

履約責任指明確貨品及服務(或一組貨品或服務)或一系列大致相同的明確貨品或服務。

控制權會隨時間轉移,而倘滿足以下其中一項標準,則收益乃參照完全滿足相關履約責任的進度而隨時間確認:

- 於本集團履約時客戶同時取得並耗用本集團履約所提供的利益;
- 本集團的履約行為創造及提升客戶於本集團履約時已控制的資產;或
- 本集團的履約行為並無創造對本集團而言有其他用途的資產,且本集團擁有就迄今為止已完成的履約部分獲付款的可強行執行權利。

否則,收益於客戶取得明確貨品或服務控制權的時間點確認。

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反,應收款項指本集團收取代價的無條件權利,即只需待時間過去代價即須到期支付。

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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合約負債指本集團因已自客戶收取代價(或到期收取的代價)，而須向客戶轉讓商品或服務之責任。

與合約有關之合約資產及合約負債列作以淨額基準呈列。

來自加工及銷售農業肥料、鎂產品及煉鋼熔劑之收益於產品的控制權在產品交付予客戶且客戶已接納產品的時間點轉移以及並無可能會影響客戶接納產品的未履行責任時隨時間點予以確認。當產品已運送到指定地點，產品陳舊及遺失的風險已轉移至客戶，及客戶按照銷售合約接納產品，或接納條款已失效，或本集團有客觀證據證明所有接納標準均已達成時，交付即告完成。

該等銷售的收益按照合約訂明的價格(扣除增值稅)予以確認。

應收款項於產品交付及客戶接納產品時確認，因從那一刻開始，付款之到期僅須時間的流逝，故收取代價成為無條件。

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for an presented on a net basis.

Revenue from the processing and sales of fertiliser, magnesium products and metallurgical flux is recognized at a point in time when control of the products has transferred, being at the point the products are delivered to the customer and the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of value added taxes.

A receivable is recognised when the products are delivered and the customers accept the products, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

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政府撥款

政府撥款不予確認，直至有合理保證，本集團將符合政府撥款隨附的條件，以及將收獲撥款後，方會確認。

倘與收入相關者之政府撥款成為應收款項，作為已產生的開支或虧損的彌償，或提供予本集團而沒有相關未來成本即時財務支持，則於成為應收款項之期間於損益確認。有關撥備於「其他收益虧損淨額」項下呈列。

物業、廠房及設備

物業、廠房及設備為用作生產或供應貨物或服務，或行政用途的無形資產（在建工程除外）按成本減其後累計折舊及累計減值虧損列賬。

成本包括為使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，及（就合資格資產而言）根據本集團會計政策資本化的借貸成本。此等資產以其他物業資產的相同基準，當資產可供擬定用途時開始計提折舊。

在建工程包括建造以供生產或本身運用的物業、廠房及設備。在建工程乃按成本減任何已確認減值虧損列賬。當在建工程完成及可供擬定用途，則撥入物業、廠房及設備的適當分類。此等資產以其他物業資產的相同基準，當資產可供擬定用途時開始計提折舊。

Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other gains or losses, net”.

Property, Plant and Equipment

Property, plant and equipment, are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress), are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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當本集團就於物業的擁有權權益(包括租賃土地及樓宇部分)付款時，全部代價於租賃土地及樓宇部分之間按初始確認時的相對公允值的比例分配。

倘相關付款能可靠分配，則以經營租賃入賬的租賃土地權益於綜合財務狀況表中呈列為「使用權資產」。倘代價無法於相關租賃土地的非租賃樓宇部分及未分割權益間可靠分配，則整項物業分類為物業、廠房及設備。

折舊乃於估計可使用年內以直線法確認，以撇銷資產成本。估計可使用年期、剩餘價值及折舊方法會在各報告期末進行審核，而任何估計變更之影響乃不予追溯地入賬。

物業、廠房及設備於出售時或預期持續使用該資產不再帶來未來經濟利益時取消確認。因資產取消確認產生的任何收益或虧損(按出售所得款項淨額與項目賬面值的差額計算)乃於項目取消確認的期間內計入期內損益。

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

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投資物業

投資物業乃持有以賺取租金及為資本增值目的而持有之物業。

投資物業首次按成本(包括任何直接應佔開支)計量。首次確認後,投資物業按成本減其後之累計折舊及任何累計減值虧損列賬。折舊獲確認以按投資物業的估計可使用年期並計及其估計剩餘價值後以直線法撇銷其成本。

投資物業於出售時或當投資物業不再可供使用及預期出售投資物業將無法帶來未來經濟利益時取消確認。倘本集團作為間接出租人將分租確認為融資租賃,則終止確認已確認為使用權資產的租賃物業。終止確認物業產生的任何盈虧(計算為出售所得款項淨額與該資產賬面值間差額)計入物業終止確認期間損益內。

Investment properties

Investment properties are properties held to earn rentals and for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

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租賃

租賃的定義

倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為或包含租賃。

就於首次應用香港財務報告準則第16號之日期或之後訂立或修改或由業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始或修改日期或收購日期（倘適用）評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之獨立價格總和將合約代價分配至各租賃組成部分，包括收購含有租賃土地及非租賃樓宇組成部分的物業的所有權權益的合約，惟有關分配無法可靠作出則除外。

本集團亦採用可行權宜方法，不將非租賃組成部分從租賃組成部分區分開來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分進行入賬。

短期租賃及低價值資產租賃

對於租期自開始日期起計12個月或以內且並無包含購買選擇權的機器及設備租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線基準或另一系統基準於租期內確認為開支。

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of machinery and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

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使用權資產

使用權資產的成本包括：

- 租賃負債初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減去已獲得的租賃優惠；
- 本集團所產生的任何初始直接成本；及
- 由本集團廢除及移除相關資產，恢復其所在場地或將相關資產恢復到租賃條款及條件所要求的條件所產生的成本估算，除非該等成本乃因生產存貨而產生。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產而言，有關使用權資產自開始日期起至可使用年期結束期間計提折舊。在其他情況下，使用權資產按直線基準於其估計可使用年期與租期兩者之較短期間內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為一項單獨項目。

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use as a separate line item on the consolidated statement of financial position.

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可退回租賃按金

已付可退回租賃按金按照香港財務報告準則第9號金融工具（「香港財務報告準則第9號」）入賬及初步按公允值計量。於初始確認時對公允值的調整視為額外租賃付款，並計入使用權資產的成本。

租賃負債

於租賃開始日期，本集團按當日尚未支付的租賃付款現值確認及計量租賃負債。就計算租賃付款現值而言，倘租賃中隱含利率不易確定，則本集團於租賃開始日期使用的增量借款利率進行計算。

租賃付款包括：

- 固定租賃款項（包括實質性的固定付款）減去任何已獲得租賃優惠；
- 跟隨指數或比率而定的可變租賃付款，初步按開始日期的指數或比率計量；
- 根據剩餘價值擔保預期將由承租人支付的金額；
- 倘承租人合理確定行使購買選擇權，則為該選擇權的行使價；及
- 倘租期反映將行使選擇權終止租賃，則支付終止租賃的罰款。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Lease payments included:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

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倘出現以下情況，本集團重新計量租賃負債（並就相關使用權資產作出相應調整）：

- 租期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動／有擔保剩餘價值下預期付款變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

租賃負債於綜合財務狀況表中呈列為一項單獨項目。

租賃的修訂

除本集團已應用可行權宜方法的新冠肺炎疫情相關租金優惠外，倘出現以下情況，本集團將租賃的修改作為一項單獨的租賃進行入賬：

- 租賃修訂通過增加了使用一項或以上相關資產的權利使租賃範圍增大；及
- 租賃代價增加的金額相當於擴大範圍對應的單獨價格，加上以反映特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款，根據經修訂租賃的租期重新計量租賃負債。

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/ expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The lease liability is presented as a separate line in the consolidated statement of financial position.

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

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本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修訂合約包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分時，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的獨立價格總額，將經修訂合約中的代價分配至各租賃組成部分。

本集團作為出租人租賃分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

經營租賃的租金收入在相關租賃期內按直線基準於損益確認。磋商及安排經營租賃時產生的首次直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線基準確認為支出，除投資物業則按公平值模式計量。

由本集團一般業務過程中產生的租金收入乃呈列為其他收益或虧損淨額。

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessor Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as other gains or losses, net.

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因利率基準改革而變更釐定未來租賃付款基準

對於因利率基準改革而變更釐定未來租賃付款基準，本集團應用可行權宜方法以透過使用未變更貼現率貼現經修訂租賃付款而重新計量租賃負債，且對相關使用權資產作出相應調整。當且僅當符合下列兩項條件時，須就利率基準改革進行租賃修訂：

- 利率基準改革直接導致必須作出變動；及
- 釐定租賃付款的新基準經濟上等同於過往基準（即緊接修訂前基準）。

新冠肺炎疫情相關租金寬免

就因導致直接產生的與租賃合約有關的租金寬免而言，本集團已選擇在滿足下列所有條件時應用可行權宜方法不評估有關變動是否為一項租賃修改：

- 租賃付款變動導致之租賃之經修訂代價與緊接變動之前的租賃代價基本相同或低於該代價；
- 租賃付款之任何減少僅影響原於2022年6月30日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

應用可行權宜方法將租金寬免導致之租賃付款變動列賬之承租人將以同一方式將應用香港財務報告準則第16號的變動入賬（倘變動並非租賃修訂）。租賃付款之寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免之金額，並於該事件發生的期間內在損益中確認相應調整。

Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform, the Group applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

- the modification is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the lease payments is economically equivalent to the previous basis (i.e. the basis immediately preceding the modification).

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

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無形資產

於業務合併中收購的無形資產

在業務合併中收購的無形資產與商譽分開確認，並按收購日期的公允值（被視為其成本）初始確認。

於首次確認後，具有有限使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有有限使用年期的無形資產以直線法按其估計可使用年期計提攤銷。或者，擁有無限使用年期的資產可按成本減任何其後累計減值虧損列賬。

無形資產乃於出售時或於預期使用或出售不會產生未來經濟利益時終止確認。於終止確認無形資產所產生的收益及虧損（按資產的出售所得款項淨額與賬面值之間的差額計量）於終止確認資產時在損益中確認。

技術知識

購入技術知識的開支撥作資本，並按自技術知識可使用日期起計三至五年估計可使用年期以直線法攤銷。

商標

商標以歷史成本列示。於業務合併收購的商標按收購日期之公允值確認，由於許可證可以較低費用續期，可使用年期被評估為無限期。

專利

購入專利權之開支將予資本化，並以直線法按自專利可使用日期起計九至十六年之估計可使用年期攤銷。

倘無形資產之可使用年期被評定為無限期，則不會進行攤銷。倘評定無形資產之可使用年期為無限期，則會每年檢討以釐定有否有任何事件或情況繼續支持該項資產具有無限可使用年期之評估。倘並無任何該等事件或情況，可使用年期評估由無限期轉為有限期時，則自變動日期起按未來適用基準及根據上文所載攤銷有限期無形資產之政策列賬。

Intangible Assets

Intangible Assets Acquired in a Business Combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Technical Know-how

Expenditure on acquired technical know-how is capitalised and amortised using the straight-line method over its estimated useful life of 3 to 5 years, from the date when the technical know-how is available for use.

Trademark

Trademarks are shown at historical cost. Trademarks acquired in a business combination are recognised at fair value at the acquisition date and the useful lives are accessed to be indefinite as the license can be renewed at little cost.

Patent

Expenditure on acquired patent is capitalised and amortised using the straight-line method over its estimated useful life of 9 to 16 years, from the date when the patent is available for use.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

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物業、廠房及設備、使用權資產及無形資產(商譽除外)減值

於各報告期末，本集團審閱其物業、廠房及設備、使用權資產及具有限使用年期無形資產之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，則會估計有關資產的可收回金額以釐定減值虧損(如有)之程度。無限使用年期之無形資產及尚未可供使用之無形資產至少每年及於有跡象顯示資產可能出現減值時進行減值測試。

物業、廠房及設備、使用權資產及無形資產之可收回金額予以個別估計。倘無法個別估計可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。

在就減值測試現金產生單位時，於可設定合理一致的分配基準時，公司資產會分配至相關現金產生單位，否則有關資產會分配至可設定合理一致分配基準之現金產生單位最小組別。就公司資產所屬現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別之賬面值進行比較。

Impairment on property, plant and equipment, right-of-use assets, and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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可收回金額為公允值減出售成本與使用價值兩者中之較高者。於評估使用價值時，乃以反映目前市場對貨幣時間價值及資產（或現金產生單位）於估計未來現金流量調整前之獨有風險之稅前貼現率將估計未來現金流量貼現至其現值。

倘估計資產（或現金產生單位）之可收回金額低於其賬面值，則資產（或現金產生單位）之賬面值下調至其可收回金額。就未能按合理一致基準分配至現金產生單位之公司資產或一部分公司資產而言，本集團會將現金產生單位組別之賬面值（包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值）與該現金產生單位組別之可收回款項作比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值（如適用），然後按比例根據該單位或現金產生單位組別各資產之賬面值分配至其他資產。一項資產的賬面值不會減至低於其公允值減出售成本（如可計量）、其使用價值（如可釐定）及零當中之最高者。本將分配至該資產之減值虧損之金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則資產（或現金產生單位或現金產生單位組別）的賬面值會增加至其經修訂的估計可收回金額，惟增加後的賬面值不得超出假設過往年度並無就該項資產（或現金產生單位或現金產生單位組別）確認減值虧損時原應釐定的賬面值。減值虧損撥回即時於損益確認。

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

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採礦權

採礦權包括所轉撥之勘探及評估資產，以成本扣除累計攤銷及任何減值虧損後列示。採購權按生產量除以礦產資源估計總儲量作攤銷。倘礦山被廢置時，則採礦權在損益表中攤銷。

外幣

編製本集團旗下各個別實體的財務報表時，以該實體的功能貨幣以外貨幣(外幣)進行的交易按交易日期的匯率以其功能貨幣(即該實體經營業務所在主要經濟環境的貨幣)列賬。

於各報告期末，以外幣結算的貨幣項目按該日的匯率重新換算。以外幣計值並以公允值列賬之非現金項目於公允值釐定當日按當前比率重新換算。按過往成本以外幣結算的非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目時產生的匯兌差額於產生期間在損益確認。重新換算非貨幣項目產生的匯兌差額按公允值納入有關期間的損益內。

Mining Rights

Mining rights, including transferred exploration and evaluation assets, are stated at cost less accumulated amortisation and any impairment losses. The mining rights are amortised on the production quantities over the total estimated mineral reserve. Mining rights are written off to the profit or loss if the mining property is abandoned.

Foreign Currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value, are included in profit or loss for the period.

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就綜合財務報表呈報方式而言，本集團海外業務的資產及負債按報告期末的匯率換算為本集團的呈報貨幣（即港元），而其收入及開支則按年內平均匯率換算，除非匯率於期內出現大幅波動，在此情況下，則採用交易日期的匯率換算。所產生匯兌差額（如有）於其他全面收益確認並於（如適用，按非控股權益應佔之）股本（即匯兌儲備）累計。

於出售海外業務（即出售本集團於海外業務的全部權益或涉及失去對一家從事海外業務的附屬公司的控制權的出售、涉及失去對一家從事海外業務的共同控制實體的共同控制權的出售或失去對一家從事海外業務的聯營公司的重大影響力的出售）時，就本公司擁有人應佔該業務之權益而累計之所有匯兌差額重新分類至損益。

此外，就並未導致本集團失去附屬公司之控制權的附屬公司部分出售而言，累計匯兌差額的相應份額乃重新歸類為非控股權益，而並不於損益內確認。

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rates of exchange prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (i.e. the translation reserve) (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

財務報表附註

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借貸成本

直接歸屬於收購、建築或生產合資格資產的借貸成本，而該等資產需要較長時間才能準備好供擬定用途使用或銷售，則該借貸成本則加入該等資產的成本，直至該等資產大致可供擬定用途使用或銷售。

所有其他借貸成本於產生之期內在損益確認。

退休福利費用**退休金計劃**

本集團根據強制性公積金計劃條例設立一項界定供款之強制性公積金退休福利計劃（「強積金計劃」），為所有僱員參與強積金計劃。供款按僱員基本薪金的若干百分比釐定並根據強積金計劃守則於需支付供款時在損益內扣除。強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。在向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。

本集團亦為僱員（包括若干董事）設立一項界定供款僱員退休金計劃，該計劃依職業退休計劃條例註冊（「職業退休計劃」）。職業退休計劃的資產與本集團資產分開，由一個獨立管理的基金持有。供款按合資格僱員基本薪金的若干百分比釐定並於根據職業退休計劃守則於需支付供款時在損益內扣除。如僱員於其於本集團僱主供款的權益尚未全數歸於僱員前退出職業退休計劃，有關被沒收的供款可能減少本集團的持續應付供款。

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement Benefit Costs**Pension Schemes**

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also operates a defined contribution staff retirement scheme registered under the Occupational Retirement Schemes Ordinance (the “ORSO Scheme”) for its employees (including certain directors), the assets of which are held separately from those of the Group in an independently administered fund. Contributions are made based on a percentage of the eligible employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the ORSO Scheme. When an employee leaves the ORSO Scheme prior to his/her interest in the Group’s employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

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本集團於中國內地營運附屬公司之僱員須參與一項由當地市政府管理之中央退休金計劃。此等附屬公司須按彼等薪金成本之若干百分比，向該中央退休金計劃作出供款。此供款根據中央退休金計劃之守則，於應付時在損益內扣除。

向界定供款退休金計劃的供款於僱員提供服務後而符合領取有關供款的資格時列作支出扣除。

現金及等同現金項目

於綜合財務狀況表呈列之現金及現金等價物包括：

- (a) 現金，包括手頭現金及活期存款，但不包括受監管限制而導致該等結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，包括短期（通常原到期日為三個月或更短）高流動性投資，可隨時轉換為已知金額的現金，價值變動風險不大。現金等價物乃為滿足短期現金承擔而持有，而非作投資或其他用途。

就綜合現金流量表而言，現金及現金等價物包括上文所界定的現金及現金等價物，扣除須應要求償還的未償還銀行透支，並構成本集團現金管理的組成部分。該等透支於綜合財務狀況表呈列為短期借款。

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Payments to defined contribution retirement plans are charged as an expense when employees have rendered service entitling them to the contributions.

Cash and Cash Equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting shortterm cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

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股份付款交易**授予僱員的購股權**

向僱員及其他提供類似服務者授出的以股權結算以股份為基礎付款於授出日期按股權工具公允值計量。

未計及所有非市場歸屬條件的於授出日期釐定的以股權結算以股份為基礎付款的公允值按直線法於歸屬期間支銷，所依據基準為本集團對於最終將歸屬的股權工具的估計，當中附帶股權（以股份為基礎付款儲備）的相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，修訂對預計將歸屬的股權工具數量的估計。修訂原估計的影響（如有）於損益內確認，以致累計開支反映修訂估計，連同以股份為基礎付款儲備的相應調整。

Share-based Payment Transactions**Share options granted to employees**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

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購股權獲行使時，先前於購股權儲備中確認之數額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於到期日仍未獲行使，先前於購股權儲備中確認之數額將轉撥至保留盈利。

稅項

所得稅開支指當前應付稅項及遞延稅項總額。

當前應付稅項乃按年內應課稅溢利計算。應課稅溢利不包括已撥往其他年間的應課稅收入或可扣減開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與綜合損益及其他全面收益表所列溢利不同。本集團即期稅項負債乃按於報告期末已頒佈或大致上已頒佈之稅率計算。

遞延稅項乃按於財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常會於可能出現應課稅溢利抵銷有關可動用可扣減暫時差額時就所有可扣減暫時差額確認。若暫時差額因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易(不包括業務合併)中開始確認其他資產及負債而引致，則不會確認該等資產及負債。

When the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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遞延稅項負債就與於附屬公司投資有關之應課稅臨時差額確認，惟倘集團能控制臨時差額撥回且臨時差額於可見未來不會撥回則作別論。與該等投資及權益相關的可抵扣暫時差額所產生的遞延稅項資產僅在動用暫時差額利益時有足夠的應課稅溢利且預期在可見將來其將被撥回時，方可確認。

遞延稅項資產之賬面值會於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項負債及資產以負債被清償或資產被變現的期間內預期適用的稅率計量，並根據於報告期末已頒佈或大致上已頒佈的稅率（和稅務法例）計量。遞延稅項負債及資產之計量反映隨本集團預期於報告期末時收回或償還資產及負債賬面值所產生之稅務後果。

對於其中稅項扣除歸屬於租賃負債之租賃交易，本集團將香港會計準則第12號所得稅要求分別應用於使用權資產及租賃負債。相關使用權資產及租賃負債初步確認之暫時差額乃由於應用初始確認豁免而並未確認。因重新計量租賃負債及租賃修訂導致對使用權資產及租賃負債的賬面值進行後續修訂而產生的不受初始確認豁免之暫時差額，於重新計量或修訂日期確認。

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognized due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

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當即期稅項資產與即期稅項負債可依法相互抵銷，且與同一稅務機關對同一應課稅實體所徵收之所得稅有關時，遞延稅項資產及負債可相互抵銷。即期及遞延稅項於損益確認。

存貨

存貨按成本與可變現淨值兩者的較低者列賬。存貨成本按加權平均法釐定。可變現淨值指存貨之估計售價減完成之所有估計成本以及出售所需之成本。作出銷售所需的成本包括銷售直接應佔增量成本及本集團就作出銷售必須產生的非增量成本。

金融工具

金融資產及金融負債在集團實體成為金融工具合約條文的訂約方時確認。金融資產的所有一般買賣均按交易日基準確認及終止確認。一般買賣指按照一般市場規定或慣例須在指定期間內交付資產的金融資產買賣。

金融資產及金融負債最初按公允值進行計量，惟根據香港財務報告準則第15號進行初步計量的客戶合約產生的貿易應收款項除外。收購或發行金融資產及金融負債直接應佔交易成本乃於初步確認時加入金融資產或金融負債的公允值或從中扣除（倘適用）。收購按公允值計入損益（「按公允值計入損益」）的金融資產或金融負債直接應佔交易成本會即時於損益中確認。

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority. Current and deferred tax is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ("FVTPL") are recognised immediately in profit or loss.

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實際利率法乃計算金融資產或金融負債的攤銷成本及於相關期間分配利息收入及利息開支的方法。實際利率乃按金融資產或金融負債的預期年期或較短期間（倘適用），準確貼現估計未來現金收入及付款（包括構成實際利率一部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓）至初步確認時賬面淨值的利率。

金融資產**金融資產的分類及後續計量**

符合下列條件的金融資產後續按攤銷成本計量：

- 金融資產於以收取合約現金流量為目的之商業模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

符合下列條件的金融資產後續按公允值計入其他全面收益（「按公允值計入其他全面收益」）計量：

- 金融資產按目的為同時出售及收取合約現金流量實現的商業模式持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

所有其他金融資產後續以按公允值計入損益的方式計量，但在初步確認金融資產之日，倘股本投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用的業務合併收購方確認的或然代價，本集團可能不可撤回地選擇於其他全面收益呈列股本投資公允值的後續變動。

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets**Classification and subsequent measurement of financial assets**

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

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屬下列情況的金融資產為持作買賣用途：

- 收購該資產的主要目的在於近期出售；或
- 於首次確認時為本集團共同管理且有近期短期盈利實際模式的已認定金融工具組合之一部分；或
- 其為並非被指定且有效的對沖工具之衍生工具。此外，本集團可不可撤回地指定須按攤銷成本或按公允值計入其他全面收入計量的金融資產為按公平值計入損益，前提為有關指定可消除或大幅減少會計錯配。

- (i) 已攤銷成本及利息收入
利息收入就後續按攤銷成本計量的金融資產而以實際利率法確認。利息收入通過對金融資產總賬面值應用實際利率法計算，惟後續已轉變為信貸減值的金融資產除外（見下文）。就後續已轉變為信貸減值的金融資產而言，利息收入按該金融資產下一個報告期間的攤銷成本應用實際利率法確認。倘信貸減值金融工具的信貸風險改善，以致金融資產毋須信貸減值，則利息收入對金融資產於自釐定該資產毋須信貸減值之報告期間開始對金融資產賬面總值採用實際利率法確認。

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument. In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

- (i) Amortised cost and interest income
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

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- (ii) 按公允值計入損益計量的金融資產不符合按攤銷成本計量或按公允值計入其他全面收益或指定為按公允值計入其他全面收益計量標準的金融資產按公允值計入損益計量。

於各報告期末，按公允值計入損益計量的金額資產按公允值計量，而任何公平值收益或虧損於損益確認。

須根據香港財務報告準則第9號進行減值的金融資產

本集團就須根據香港財務報告準則第9號進行減值評估的金融資產之預期信貸虧損（「預期信貸虧損」）確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指於相關工具預計期限內所有可能發生的違約事件所產生的預期信貸虧損。相反，12個月預期信貸虧損（「12個月預期信貸虧損」）指預期於報告日期後12個月內可能發生的違約事件所導致的全期預期信貸虧損的部分。評估乃根據本集團的過往信貸虧損經驗作出，並就債務人的特定因素、整體經濟狀況以及於報告日期對當時情況及未來情況預測的評估作出調整。

本集團一直就貿易應收款項確認全期預期信貸虧損。

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非信貸風險自初始確認以來大幅增加，在此情況下，本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自初始確認以來發生違約的可能性或風險是否顯著增加。

- (ii) Financial assets at FVTPL
Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss.

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group recognises a loss allowance for expected credit loss (“ECL”) on financial assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

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- (i) 信貸風險顯著增加
- 在評估自初始確認後信貸風險是否顯著增加時，本集團將在報告日期發生於金融工具上的違約風險與初始確認日期金融工具發生違約風險的情況進行比較。在進行這一評估時，本集團考慮合理且可證實的定量和定性信息，包括歷史經驗和前瞻性資料，這些資料不需要過多的成本或投入。

尤其是，在評估信貸風險是否顯著增加時，考慮了以下信息：

- 金融工具的外部（倘適用）或內部信貸評級的實際或預期顯著惡化；
- 信貸風險外部市場指標顯著惡化，例如信貸價差顯著增加，債務人的信貸違約掉期價格；
- 商業、金融或經濟狀況的現有或預測不利變化，這些狀況預計會導致債務人履行債務能力顯著下降；
- 債務人經營成果的實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境發生實際或預期的重大不利變化，這些狀況導致債務人履行債務的能力顯著下降。

不管上述評估結果如何，本集團假設，自合約付款逾期超過30天的初始確認以來，信貸風險顯著增加，除非本集團具有合理且可證實的信息來證明其他情況。

- (i) Significant increase in credit risk
- In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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本集團定期監察用於識別信貸風險是否有顯著增加的條件的有效性，並作出適當修改，以確保有關條件能夠在金額逾期之前識別信貸風險的顯著增長。

(ii) 違約的定義

就內部信貸風險管理而言，當內部開發或從外部來源獲得的信息表明債務人不太可能全額償付其債權人（包括本集團）時，本集團認為會發生拖欠事件（不考慮本集團持有的任何抵押品）。

不論上述分析如何，本集團認為，當金融資產逾期超過90天時，違約已經發生，除非本集團具有合理且可證實的信息，用於證明更滯後的違約標準更合適。

(iii) 金融資產的信貸減值

當對金融資產的預計未來現金流有不利影響的一項或多項事件發生時，金融資產則發生信貸減值。金融資產信貸減值的證據包括關於以下事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 出於與借款人財務困難相關的經濟或合約原因，借款人的貸款人已經向借款人授予貸款人原本不會另外考慮的特許權；
- (d) 借款人有可能會破產或進行其他金融重組；或

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

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- (e) 因財務困難該金額資產已於活躍市場消失。
- (iv) 撤銷政策
當有資料表明交易對手出現嚴重的財務困難及並無實際把握收回款項，例如，交易對手已經進行清算或已經進入破產程序（以較早發生為準），本集團撤銷金融資產。金融資產的撤銷可能仍須根據本集團收回程序的執行方式，並考慮法律建議（倘適用）。撤銷構成終止確認事項。任何後續撥回於損益確認。
- (v) 預期信貸虧損的計量和確認
預期信貸虧損計量是指違約概率、違約虧損（即虧損幅度，對於違約而言）及違約風險的函數。違約概率及違約虧損的評估基於歷史數據經前瞻性資料作調整得出。預期信貸虧損的估計反映了無偏倚及概率加權金額，乃按發生違約相關風險的比重來釐定。
- 一般來說，預期信貸虧損為根據合約應付給本集團的所有合約現金流與本集團預期收到的現金流之間的差額，並按初始確認時確定的實際利率進行貼現。
- 就財務擔保合約而言，根據擔保工具條款，本集團僅須於債務人違約時作出付款，故預期信貸虧損為償還持有人所產生信貸虧損的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額的現值。
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.
- (v) Measurement and recognition of ECL
The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.
- Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.
- For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

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就實際利率無法釐定的財務擔保合約之預期信貸虧損而言，本集團將應用反映當前市場對貨幣時間價值及該現金流量獨有風險評估的折現率，但僅有並以所計及的風險為限（透過調整折現率而非調整正折現的現金缺額）。

就綜合評估而言，本集團在分組時計及以下特徵：

- 逾期狀態；
- 債務人的性質、規模和行業；及
- 外部信貸評級（倘適用）。

管理層定期審查分組，以確保每組的成員繼續分享相似的信貸風險特徵。

利息收入按金融資產賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項透過虧損撥備賬確認相應調整。

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception for trade receivables where the corresponding adjustment is recognised through a loss allowance account.

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終止確認金融資產

本集團僅於從資產收取現金流量的合約權利屆滿時，或於轉讓金融資產及資產擁有權的絕大部分風險及回報均轉讓予另一實體後方終止確認金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報而持續控制有關已轉讓資產，則本集團須確認其於資產的已保留權益及關連負債可能須支付的金額。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團繼續確認金融資產，且確認已收取所得款項的已抵押借貸。

於終止確認按攤餘成本計量的金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益確認。

金融負債及股權

分類為債務或股權

債務及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類為金融負債或股權。

股本工具

股本工具為實體經扣除其所有負債後乃對資產擁有剩餘權益之任何合約。由本公司發行之股本工具扣除直接發行成本後按已收所得款項確認。

金融負債

全部金融負債後續按攤銷成本使用實際利率法或按公允值計入損益計量。

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

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按公允值計入損益計量的金融負債

倘金融負債為(i)收購人於香港財務報告準則第3號適用的業務合併中的或然代價，(ii)持作買賣或(iii)指定為以公允值計入損益，則金融負債分類為按公允值計入損益計量。

屬下列情況的金融負債為持作買賣用途：

- 收購該負債的主要目的在於近期購回；或
- 於首次確認時為本集團共同管理且有近期短期盈利實際模式的已認定金融工具組合之一部分；或
- 為衍生工具，惟財務擔保合約或被指定且有效的對沖工具之衍生工具除外。

金融負債(持作買賣或屬收購方於業務合併的或然代價的金融負債除外)可於以下情況下於初始確認時指定為按公允值計入損益：

- 有關指定消除或大幅減少可能會出現的計量或確認方面的一致性；或
- 該金融負債構成一組金融資產或金融負債或兩者的一部分，而根據本集團制定的風險管理或投資策略，該項負債乃以公允值為基礎進行管理及評估績效，且有關分組的資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合約的一部分，而香港財務報告準則第9號允許將整個組合合約指定為按公允值計入損益。

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

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按攤銷成本列賬之金融負債

金融負債包括貿易應付款項及應付票據、應付款項及應計費用、租賃負債、借款及可轉換債券。

財務擔保合約

財務擔保合約為因某特定債務人於到期日未能作出付款而發行人須根據債務工具條款作出特定付款以補償持有人招致之損失的一項合約。財務擔保合約負債初步按其公允值計量，後續按以下各項較高者計量：

- 根據香港財務報告準則第9號釐定的虧損撥備金額；及
- 初步確認金額減（倘適用）擔保期間確認的累積攤銷。

一間上市附屬公司發行的可換股債券

倘於轉換時將予發行的股份數目及將予收取的代價價值當時並無改變，則可供持有人選擇轉換為上市附屬公司權益股本的上市附屬公司發行的可換股債券會作為附有負債部分及權益部分的複合金融工具入賬。

Financial liabilities at amortised cost

Financial liabilities including trade and bills payables, or payables and accruals, lease liabilities, borrowings and exchangeable bond.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Convertible bonds issued by a listed subsidiary

Convertible bonds issued by a listed subsidiary that can be converted to equity share capital of a listed subsidiary at the option of the holders, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

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於初步確認時，上市附屬公司發行的可換股債券的負債部分按未來利息及本金款項的現值計算，而未來利息及本金款項的現值是以無轉換權的類似負債於初步確認時適用的市場利率貼現計算。任何超過初步確認為負債部分的所得款項部分確認為權益部分，並確認為潛在非控股權益。與發行複合金融工具相關的交易成本按所得款項的分配比例分配到負債及權益部分。

負債部分隨後按攤銷成本列賬。於損益內確認的負債部分利息開支按實際利率法計算。尤其是，一旦上市附屬公司發行的可換股債券獲債券持有人行使，權益部分將轉撥至非控股權益。

終止確認金融負債

僅當本集團的責任已經履行、取消或屆滿時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之間的差額在損益內確認。

At initial recognition, the liability component of convertible bonds issued by a listed subsidiary is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component, which is recognised as non-controlling interests. Transactions costs that related to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of the proceeds.

The liability component is subsequently carried at amortised cost. The interest expenses recognised in profit or loss on the liability component is calculated using the effective interest method. In particular, once the convertible bonds issued by a listed subsidiary were exercised by the bondholders, the equity component would be transferred to the non-controlling interests.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

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關連人士交易

在下列情況下，有關人士將被視為與本集團有關連：

- (1) 倘屬以下人士，即該人士或該人士之直系親屬與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。

或

- (2) 倘符合下列任何條件，則有關人士為實體：
 - (i) 該實體與本公司屬同一集團之成員公司。
 - (ii) 一間實體為另一實體的聯營公司或合資公司（或另一實體的母公司、附屬公司或同系附屬公司）。
 - (iii) 該實體與本集團均為同一第三方的合資公司。
 - (iv) 一間實體為第三方實體的合資公司，而另一實體為該第三方實體的聯營公司。

Related Parties Transactions

A party is considered to be related to the Group if:

- (1) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

or

- (2) The party is an entity where any of the following condition applies:
 - (i) The entity and the Group are members of the same group.
 - (ii) One entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity).
 - (iii) the entity and the Group are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

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- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，則為離職福利計劃的提供資助的僱主。
- (vi) 實體受(1)所識別人土控制或受共同控制。
- (vii) 於(1)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。

一名人士的家庭的密切成員指可能影響該名人士或被該名人士影響的家庭成員，從而影響該名人士或其家庭的密切成員與實體的交易，包括：

- (a) 該名人士的子女、配偶或同居者；
- (b) 該名人士或其配偶或其同居者的子女；及
- (c) 該名人士或其配偶或其同居者的家屬。

關連人士之間轉讓資源或責任的交易，乃視為關連人士交易。

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers of the post-employment benefit plan.
- (vi) The entity is controlled or jointly controlled by a person identified in (1).
- (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

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分部報告

經營分部及綜合財務報表所呈列各分部的金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團多數最高行政管理層提供的財務資料當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

4. 關鍵會計判斷及估計不明朗因素的主要來源

於應用於附註3所述之本集團之會計政策時，本公司之董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。所作出之估計及相關假設乃以過往經驗及其他被視為相關之因素為基準。實際業績可能與該等估計有異。

估計及相關假設乃以持續基準審閱。倘對會計估計之修訂僅影響進行修訂之期間，則於該期間確認，或倘修訂會影響目前及未來期間，則會於目前及未來期間確認。

Segment Reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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估計不明朗因素的主要來源

以下為於報告期末極可能導致本集團資產與負債賬面值於下一財政年度需要作出重大調整之未來相關重要假設及導致估計不明朗因素的其他主要來源。

(a) 使用權資產、物業、廠房及設備、無形資產及採礦權的減值的估計

根據附註3所述的會計政策，倘任何事件或情況改變顯示資產的賬面值不能收回，則本集團會評估使用權資產、物業、廠房及設備、無形資產及採礦權有否出現減值。本集團現金產生單位的可收回金額指資產之公允值減出售成本或其可使用價值（以較高者為準）。公允值減出售成本或其可使用價值之計算方法需要作出估計及假設。改變假設及估計（包括現金流量預測中的貼現率或未來收益）可能會對可收回金額產生重大影響。截至2022年12月31日，須進行減值評估之使用權資產、物業、廠房及設備、無形資產及採礦權之賬面值分別為約178,135,000港元（2021年：232,958,000港元）、2,619,818,000港元（2021年：3,408,172,000港元）、224,066,000港元（2021年：291,125,000港元）及424,720,000港元（2021年：460,715,000港元），當中已計及就使用權資產、物業、廠房及設備以及無形資產確認之減值虧損分別約29,408,000港元（2021年：59,215,000港元）、336,184,000港元（2021年：696,034,000港元）及44,903,000港元（2021年：80,362,000港元）及零港元（2021年：零港元）。

有關使用權資產、物業、廠房及設備、無形資產及採礦權之減值評估詳情於附註23披露。

Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Estimated Impairment of Right-of-use Assets, Property, Plant and Equipment and Intangible Assets and Mining Rights

The Group evaluates whether right-of-use assets, property, plant and equipment, intangible assets and mining rights have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable, in accordance with the accounting policy stated in Note 3. The recoverable amounts of the Group's CGUs represent the higher of the asset's fair value less costs to disposal or its value-in-use. The calculations of fair value less costs to disposal or value-in-use require the use of estimates and assumptions. Changing the assumptions and estimates, including the discount rates or the future revenue in the cash flow projections, could materially affect the recoverable amounts. As at 31 December 2022, the carrying amounts of right-of-use assets, property, plant and equipment, intangible assets and mining rights subject to impairment assessment were approximately HK\$178,135,000 (2021: HK\$232,958,000), HK\$2,619,818,000 (2021: HK\$3,408,172,000), HK\$224,066,000 (2021: HK\$291,125,000) and HK\$424,720,000 (2021: HK\$460,715,000) respectively after taking into account the impairment losses of approximately HK\$29,408,000 (2021: HK\$59,215,000), HK\$336,184,000 (2021: HK\$696,034,000), HK\$44,903,000 (2021: HK\$80,362,000) and HK\$Nil (2021: HK\$Nil) in respect of right-of-use assets, property, plant and equipment, intangible assets and mining rights that have been recognised respectively.

Details of the impairment assessment of right-of-use assets, property, plant and equipment, and intangible assets and mining rights are disclosed in Notes 23.

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(b) 使用權資產、物業、廠房及設備、無形資產和採礦權的可使用年期的估計

本集團的管理層為其使用權資產、物業、廠房及設備、無形資產及採礦權釐定估計可使用年期及相關折舊／攤銷費用。此估計以相似性質及功能的使用權資產、物業、廠房及設備及無形資產過往經驗的實際可使用年期及獨立技術顧問所釐定的礦產儲量為基準，其可因科技創新及競爭者對市況作出反應而有很大差距。倘可使用年期較之前估計年期短，管理層將提高折舊／攤銷費用，或撤銷或撤減已棄置或出售的技術上過時或非策略性的資產。

本集團於截至2022年及2021年12月31日止年度內並無更改使用權資產、物業、廠房及設備、無形資產以及採礦權之估計可使用年期。

(c) 所得稅

本集團於多個司法權區均須繳納所得稅。若干交易及計算方法存在不明朗之最終稅項決定。本集團以額外稅項會否到期之估計就預期稅項事宜確認負債。倘該等事宜之最終稅務結果有別於首次記錄之金額，有關差額將於作出決定之期間影響當期及遞延稅項撥備。

(b) Estimated Useful Lives of Right-of-use Assets, Property, Plant and Equipment, Intangible Assets and Mining Rights

The Group's management determines the estimated useful lives and related depreciation/amortisation charges for its right-of-use assets, property, plant and equipment, intangible assets and mining rights. This estimate is based on the historical experience of the actual useful lives of right-of-use assets, property, plant and equipment and intangible assets of similar nature and functions and the mineral reserve determined by independent technical adviser. It could change significantly as a result of technical innovations and competitor actions in response to market conditions. Management will increase the depreciation/amortisation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

During the years ended 31 December 2022 and 2021, the Group did not change the estimated useful lives of right-of-use assets, property, plant and equipment, intangible assets and mining rights.

(c) Income Tax

The Group is subject to income taxes in several jurisdictions. There are certain transactions and calculations for which the ultimate tax determination may be uncertain. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

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(d) 貿易應收款項及應收票據預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃基於具有類似虧損模式(即按地理區域、產品類型、客戶類型及評級,以及信用證或其他形式的信用保險的承保範圍)的不同客戶分部組別逾期日數釐定。

撥備矩陣最初基於本集團過往觀察所得違約率而釐定。本集團將調整矩陣,藉以按前瞻性資料調整過往信貸虧損經驗。舉例而言,倘預測經濟環境(即本地生產總值)預期將於未來一年惡化,導致製造業違約事件增加,則會調整過往違約率。於各報告日期,過往觀察所得違約率將予更新,並會分析前瞻性估計變動。

對過往觀察所得違約率、預測經濟環境及預期信貸虧損之間關連性進行的評估屬重大估計。預期信貸虧損金額對情況變化及預測經濟環境相當敏感。本集團過往信貸虧損經驗及預測經濟環境亦未必能代表客戶日後的實際違約情況。有關本集團貿易應收款項的預期信貸虧損的資料於財務報表附註5及27披露。

(d) Provision for Expected Credit Losses on Trade and Bills Receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Notes 5 and 27 to the financial statements.

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5. 金融工具

5. FINANCIAL INSTRUMENTS

(a) 金融工具類別

(a) Categories of Financial Instruments

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
金融資產	Financial assets		
按攤銷成本計量的 金融資產	Financial assets measured at amortised cost	165,273	561,627
按公允值計入損益的 金融資產	Financial assets at fair value through profit or loss	1,690	3,906
		166,963	565,533
金融負債	Financial liabilities		
攤銷成本	Amortised cost	2,798,558	2,966,869

(b) 財務風險管理目標及政策

本集團的主要金融工具包括按公允值計入損益的股本工具、貿易應收款項及應收票據、其他應收款項、按金、銀行及現金結餘、貿易應付款項及應付票據、應計費用及其他應付款項、由一間上市附屬公司發行的可換股債券、租賃負債及借貸。金融工具詳情於相關附註披露。與該等金融工具有關的風險包括外匯風險、利率風險、其他價格風險、信貸風險及流動資金風險。以下載列如何緩和該等風險的政策。本集團的整體風險管理計劃著重於不可預測的金融市場和尋求最大程度地降低本集團財務表現所遭受的潛在不利影響。

(b) Financial Risk Management Objectives and Policies

The Group's major financial instruments include equity instruments on fair value through profit or loss, trade and bills receivables, other receivables, deposits, bank and cash balances, trade and bills payables, accruals and other payables, convertible bonds issued by a listed subsidiary, lease liabilities and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include foreign exchange risk, interest rate risk, other price risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The Group's overall risk management programme focus on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

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(i) 外匯風險

鑑於本集團大部分業務交易、資產及負債主要以各附屬公司的功能貨幣計值，故此並沒有承受巨大的外匯風險。本集團目前並無就外幣交易、資產及負債訂立外幣對沖政策。本集團將監察其重大外匯風險，並在需要時考慮對沖重大外幣風險。

(ii) 利率風險

本集團須面對有關已抵押銀行存款、銀行及現金結餘及定息借貸之公允值利率風險（詳情分別參閱附註29及33）。

由於管理層認為本集團面臨的上述公允值利率風險並非重大，因此於年內管理層並無採取息率掉期或其他對沖措施。

本集團亦須面對有關按當前市場利率計息之銀行結餘及可變利率借貸之現金流利率風險。然而，由於銀行結餘全部均為短期性質，因此本集團面對之風險屬輕微。

敏感度分析

倘若於2022年12月31日可變利率借貸之利率較實際利率上升／下降10個基點（年利率0.1%）（2021年：10個基點），本集團年度稅後虧損會增加／減少約634,000港元（2021年：年度稅後虧損會增加／減少約754,000港元）。

(i) Foreign Exchange Risk

The Group does not have significant exposures to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the respective subsidiaries. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its significant foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

(ii) Interest Rate Risk

The Group is exposed to fair value interest rate risk in relation to pledged bank deposits, bank and cash balances and fixed-rate borrowings (see Notes 29 and 33 respectively for details).

As management considers the Group's exposure to the above fair value interest rate risk is not significant, no interest rate swaps or other hedging activities are undertaken by management during the year.

The Group is also exposed to cash flow interest rate risk in relation to bank balances and variable-rate borrowings carried at prevailing market rate. However, such exposure is minimal to the Group as the bank balances are all short-term in nature.

Sensitivity Analysis

If interest rates on variable-rate borrowings as at 31 December 2022 had been 10 basis points (0.1% per annum) (2021: 10 basis points) higher/lower than the actual effective interest rate, the Group's post-tax loss for the year would increase/decrease by approximately HK\$634,000 (2021: post tax loss for the year would increase/decrease by approximately HK\$754,000).

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(iii) 其他價格風險

本證券承受股本價格風險。管理層透過維持不同風險投資組合以管理此風險。本集團其他價格風險主要集中於在澳洲上市之股本工具。

敏感度分析

以下敏感度分析根據報告日須面對之股本價格風險釐定。

倘各自工具之價格上升／下降10% (2021年：10%)，本集團之本年度稅後虧損或其他綜合收益會減少／增加約169,000港元 (2021年：本年度稅後虧損或其他綜合收益會減少／增加約391,000港元)。

(iv) 信貸風險

本集團僅與獲認可及信譽良好的第三方進行交易。按照本集團的政策，所有擬按信貸條款進行交易的客戶均須接受信貸核實程序。此外，本集團會持續監察應收款項結餘的情況，而本集團的壞賬風險並不重大。對於並非以相關營運單位的功能貨幣計值的交易，未經信貸監控主管的特別批准，本集團不會提供信貸條款。

(iii) Other Price Risk

The Group is exposed to equity price risk through its investments in listed equity securities in Australia. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's other price risk is mainly concentrated on equity instruments listed in the Australia.

Sensitivity Analysis

The sensitivity analysis below have been determined based on the exposure to equity price risks at the reporting date.

If the prices of respective instruments has been 10% (2021: 10%) higher/lower, the Group's post-tax loss or other comprehensive income for the year would decrease/increase by approximately HK\$169,000 (2021: post-tax loss or other comprehensive income for the year would decrease/increase by approximately HK\$391,000).

(iv) Credit Risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

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於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於有類似虧損模式（即按地理區域、產品類型、客戶類型及評級，以及信用證或其他形式的信用保險的承保範圍）的多個客戶分部組合的內部信貸評級釐定。該計算反映或然率加權結果、貨幣時值及於報告日期可得有關過往事件、目前狀況及預測未來經濟狀況的合理佐證資料。

本集團的內部信貸風險評級評估包括以下類別：

An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on internal credit ratings for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group's internal credit risk grading assessment comprises the following categories:

內部信用評級	描述	貿易應收款項	其他金融資產／其他項目
Internal credit rating	Description	Trade receivables	Other financial assets/ other items
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
低風險	對手方違約風險低，且並無任何逾期款項	全期預期信貸虧損 －無信貸減值	12個月預期信貸虧損
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12m ECL
觀察名單	債務人經常於到期日後還款，但通常悉數結清	全期預期信貸虧損 －無信貸減值	12個月預期信貸虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or externally	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
可疑	自初步確認以來，透過內部或外部編製的資料表明信貸風險顯著增加	全期預期信貸虧損 －無信貸減值	全期預期信貸虧損 －無信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
虧損	有證據 示資產出現信貸減值	全期預期信貸虧損 －信貸減值	全期預期信貸虧損 －信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect	Amount is written off	Amount is written off
撇銷	有證據 示債務人處於嚴重財務困難，而本集團並無實際收回的可能性	撇銷金額	撇銷金額

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下表詳述本集團須進行預期信貸虧損評估的金融資產的信貸風險敞口：

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

附註 Notes	外部信用評級 External credit ratings	內部信用評級 Internal credit ratings	12個月或全期預期 信貸虧損 12-month or lifetime ECL	帳面總值	
				2022 千港元 HK\$'000	2021 千港元 HK\$'000
Financial assets at amortised cost					
按攤銷成本列賬的金融資產					
Trade receivables	27	Low risk	lifetime ECL – not credit-impaired	41,425	66,770
貿易應收款項		低風險	全期預期信貸虧損 – 無信貸減值		
		Watch list	lifetime ECL – not credit-impaired	-	301,647
		觀察名單	全期預期信貸虧損 – 無信貸減值		
		Doubtful	lifetime ECL – not credit-impaired	71,032	64,316
		可疑	全期預期信貸虧損 – 無信貸減值		
		Loss	Lifetime ECL – credit-impaired	465,507	309,357
		虧損	全期預期信貸虧損 – 信貸減值		
Deposits and other receivables	28	Low risk	12m ECL	29,850	59,864
按金及其他應收款項		低風險	12個月預期信貸虧損		
		Loss	Lifetime ECL – credit-impaired	30,678	-
		虧損	全期預期信貸虧損 – 信貸減值		
Pledged bank deposits	29	A3 to Aa2 A2至Aa2	12m ECL	9,767	10,564
已抵押銀行存款		不適用	12個月預期信貸虧損		
Bank balances	29	A3 to Aa3 A3至Aa3	12m ECL	75,790	101,347
銀行結餘		不適用	12個月預期信貸虧損		
Other items					
其他項目					
Financial guarantee contracts	31	Low	12m ECL	42,089	4,669
財務擔保合約		低	12個月預期信貸虧損		

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就貿易應收款項而言，本集團已應用香港財務報告準則第9號的簡化方法計量全期預期信貸虧損的虧損撥備。除具有重大未償還結餘或信貸減值的債務人外，本集團按賬齡狀況及逾期狀況分組，按綜合基準釐定該等項目的預期信貸虧損。

作為本集團信貸風險管理的一部分，本集團就其營運對其客戶應用內部信貸評級。下表提供有關於全期預期信貸虧損（無信貸減值）內按集體基準評估的貿易應收款項的信貸風險敞口資料。於2022年12月31日，賬面總值為465,507,000港元（2021年：309,357,000港元）之存在信貸減值的貿易應收款項已個別評估。

For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the ECL on these items on a collective basis, grouped by aging status and past due status.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its operation. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis within lifetime ECL (not credit-impaired). Debtors with credit-impaired with gross carrying amounts of HK\$465,507,000 as at 31 December 2022 (2021: HK\$309,357,000) were assessed individually.

		2022		2021	
		平均虧損率	貿易應收款項	平均虧損率	貿易應收款項
		Average	Trade	Average	Trade
		loss rate	receivables	loss rate	receivables
			千港元		千港元
			HK\$'000		HK\$'000
低風險	Low risk	1.2%	41,425	1.2%	66,770
觀察名單	Watch list	N/A 不適用	-	1.3%	301,647
可疑	Doubtful	80.3%	71,032	60.0%	64,316
			112,457		432,733

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估計虧損率乃根據貿易應收款項預期年期內的違約概率及違約損失率估計，並就毋須付出不必要成本或努力即可獲得的前瞻性資料作出調整。截至2022年12月31日止年度，本集團根據綜合評估就貿易應收款項計提減值撥備41,262,000港元（2021年：13,847,000港元）。就信貸減值應收賬款作出減值撥備162,443,000港元（2021年：159,485,000港元）。

下表呈列根據簡化法為貿易應收款項確認的全期預期信貸虧損變動：

The estimated loss rates are estimated based on probability of default and loss given default over the expected life of the trade receivables and are adjusted for forward-looking information that is available without undue costs or effort. During the year ended 31 December 2022, the Group provided HK\$41,262,000 (2021: HK\$13,847,000) impairment allowance for trade receivables, based on collective assessment. Impairment allowance of HK\$162,443,000 (2021: HK\$159,485,000) were made on credit-impaired debtors.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

		全期預期 信貸虧損 (非信貸 減值) Lifetime ECL (not credit- impaired) 千港元 HK\$'000	全期信貸 虧損(信貸 減值) Lifetime ECL (credit- impaired) 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於2021年1月1日	At 1 January 2021	28,791	143,829	172,620
轉撥	Transfer	(2,293)	2,293	-
確認減值虧損淨額	Impairment losses recognized, net	13,847	159,485	173,332
匯兌調整	Exchange realignment	2,918	3,750	6,668
於2021年12月31日及 2022年1月1日	At 31 December 2021 and 1 January 2022	43,263	309,357	352,620
轉撥	Transfer	(13,948)	13,948	-
確認減值虧損淨額	Impairment losses recognized, net	41,262	162,443	203,705
匯兌調整	Exchange realignment	(13,024)	(20,241)	(33,265)
於2022年12月31日	At 31 December 2022	57,553	465,507	523,060

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就按金及其他應收款項內部信貸風險管理而言，本集團使用逾期資料評估信貸風險自初步確認以來是否大幅增加。

For the purposes of internal credit risk management of deposits and other receivables, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

		平均虧損率 Average loss rate	未逾期 Not past due 千港元 HK\$'000	平均虧損率 Average loss rate	逾期 Past due 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於2022年 12月31日	At 31 December 2022					
按金及其他應收 款項	Deposits and other receivables	3.4%	29,850	100%	30,678	60,528
於2021年 12月31日	At 31 December 2021					
按金及其他應收 款項	Deposits and other receivables	1.8%	59,864	N/A 不適用	-	59,864

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下表顯示已就按金及其他應收款項確認之預期信貸虧損變動情況。

The following tables show the movement in ECL that has been recognised for deposits and other receivables.

		12個月預期 信貸虧損	全期預期 信貸虧損 (非信貸 減值)	全期信貸 虧損(信貸 減值)	合計
		12m ECL	Lifetime ECL (not credit- impaired)	Lifetime ECL (credit- impaired)	Total
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
於2021年1月1日	At 1 January 2021	1,291	-	-	1,291
確認減值虧損撥回 淨額	Reversal of impairment losses recognised, net	(221)	-	-	(221)
匯兌調整	Exchange realignment	19	-	-	19
於2021年12月31日及 2022年1月1日	At 31 December 2021 and 1 January 2022	1,089	-	-	1,089
轉撥	Transfer	(199)	-	199	-
確認減值虧損淨額	Impairment losses recognised, net	191	-	31,522	31,713
匯兌調整	Exchange realignment	(73)	-	(1,043)	(1,116)
於2022年12月31日	At 31 December 2022	1,008	-	30,678	31,686

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已抵押銀行存款及銀行結餘的信貨風險有限，因為交易對手為信譽良好且獲國際信貸機構授予高信貸評級的銀行。本集團參考與外部信貸評級機構所發佈各信貸評級的違約概率及違約虧損有關的資料評估已抵押銀行存款及銀行結餘的12個月預期信貸虧損。根據平均損失率，已抵押銀行存款及銀行結餘的12個月預期信貸虧損被視為並不重大，因此並無確認虧損撥備。

財務擔保合約

於報告期末，管理層進行減值評估，並認為財務擔保合約的信貨風險有所增加。因此，本集團所簽發財務擔保合約的虧損撥備按相當於12個月預期信貸虧損的金額計量。本集團於損益確認撥備約39,045,000港元。有關財務擔保合約之詳情載於附註31。

(v) 流動資金風險

下表分析本集團截至報告期末根據合約未折現付款之金融負債之到期情況。尤其是，附有按要求償付條款的借款及債權人要求立即償還之款項計入最早時間範圍內。

For pledged bank deposits and bank balances, credit risk is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for pledged bank deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged bank deposits and bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Financial guarantee contracts

At the end of the reporting period, the management has performed impairment assessment, and concluded that there has been an increase in credit risk of the financial guarantee contracts. Accordingly, the loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12-months ECL. The Group recognised allowance of approximately HK\$39,045,000 in the profit or loss. Details of the financial guarantee contracts are set out in Note 31.

(v) Liquidity Risk

The table below analyses the maturity profile of the Group's financial liabilities as the end of the reporting period based on the contractual undiscounted payments. Specially, borrowings with repayment on demand clause and amounts being demanded by the creditors for immediate repayment are included in the earliest time band.

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2022年

2022

		未貼現現金流				
		Undiscounted cashflow				
加權平均 實際利率 Weighted average effective interest rate		按要求或	一年以上	未貼現現	賬面值	
		一年以下	一年以上	金流總額		
%		On demand or less than 1 year 千港元 HK\$'000	Over 1 year 千港元 HK\$'000	Total undiscounted cash flows 千港元 HK\$'000	Carrying amount 千港元 HK\$'000	
-	貿易應付款項及應付票據 Trade and bill payables	125,402	-	125,402	125,402	
-	應計費用及其他應付款項 Accruals and other payables	638,085	22,890	660,975	660,975	
-	財務擔保合約 Financial guarantee contract	159,006	-	159,006	42,089	
7.03	租賃負債 Lease liabilities	1,378	8,501	9,879	6,502	
9.23	借貸 Borrowings	1,786,415	260,324	2,046,739	1,955,691	
8.47	可換股債券 Convertible bonds	669	10,644	11,313	7,899	
		2,710,955	302,359	3,013,314	2,798,558	

2021年

2021

		未貼現現金流				
		Undiscounted cashflow				
加權平均 實際利率 Weighted average effective interest rate		按要求或	一年以上	未貼現現	賬面值	
		一年以下	一年以上	金流總額		
%		On demand or less than 1 year 千港元 HK\$'000	Over 1 year 千港元 HK\$'000	Total undiscounted cash flows 千港元 HK\$'000	Carrying amount 千港元 HK\$'000	
-	貿易應付款項及應付票據 Trade and bill payables	180,807	-	180,807	180,807	
-	應計費用及其他應付款項 Accruals and other payables	580,316	48,789	629,105	629,105	
-	財務擔保合約 Financial guarantee contract	171,992	-	171,992	4,669	
6.98	租賃負債 Lease liabilities	802	9,398	10,200	6,214	
9.86	借貸 Borrowings	2,257,849	-	2,257,849	2,146,074	
		3,024,443	58,187	3,082,630	2,966,869	

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(c) 公允值計量

本附註提供資料說明本集團為各項金融資產及金融負債釐定公允值的方法。

(i) 根據經常性基準按公允值計量的本集團金融資產及金融負債的公允值

本集團部分金融資產及金融負債於各報告期末按公允值計量。下表所載資料說明如何釐定該等金融資產及金融負債的公允值(尤其是所用估值技術及輸入數據)。

(c) Fair Value Measurements

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

於以下日期的公允值				
Fair value as at				
金融資產	2022年12月31日	2021年12月31日	公允值級別	估值方法及主要輸入數據
Financial assets	31 December 2022	31 December 2021	Fair value hierarchy	Valuation techniques and key inputs
按公允值計入損益之股本工具(附註25)	於香港境外的上市股本證券: 1,690,000港元	於香港境外的上市股本證券: 3,906,000港元	第1類	活躍市場所報買入價
Equity instrument at fair value through profit or loss (Note 25)	Listed equity securities outside Hong Kong: HK\$1,690,000	Listed equity securities outside Hong Kong: HK\$3,906,000	Level 1	Quoted bid prices in an active market
金融負債	2022年12月31日	2021年12月31日	公允值級別	估值方法及主要輸入數據
Financial liabilities	31 December 2022	31 December 2021	Fair value hierarchy	Valuation techniques and key inputs
衍生金融負債(附註31)	香港認購期權 零港元	香港認購期權 18,000港元	第3類	二項式定價模型 (波動: 21.29%)
Derivative financial liabilities (Note 31)	Call option in Hong Kong HK\$NIL	Call option in Hong Kong HK\$18,000	Level 3	Binomial pricing model (Volatility: 21.29%)

兩個年度內並無在第1類、第2類及第3類之間的轉移。

There were no transfers between Levels 1, 2 and 3 in both years.

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根據重大不可觀察輸入數據(第3類)按公允值入賬之金融工具對賬如下:

Reconciliation for financial instruments carried at fair value based on significant unobservable input (level 3) is as follows:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
於1月1日	As at 1 January	18	11,923
公允值收益	Fair value gain	-	(11,905)
到期失效收益	Gain on lapsed upon maturity	18	-
於12月31日	As at 31 December	-	18

敏感度分析

衍生金融負債已於年內到期及失效(2021年:倘波動上升/下跌5%,則衍生金融負債之賬面值將增加1,000港元或減少1,000港元)。

Sensitivity Analysis

The derivative financial liabilities lapsed during the year upon maturity (2021: If the volatility increase/decrease by 5%, the carrying value of the derivative financial liabilities will increase by HK\$1,000 or decrease by HK\$1,000).

(ii) 並非根據經常性基準按公允值計量的本集團金融資產及金融負債的公允值

董事認為,於綜合財務報表確認的金融資產及金融負債的賬面值與其公允值相若。

(ii) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on recurring basis

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximately their fair values.

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6. 資金風險管理

本集團利用負債比率監察其資本。此比率按照綜合財務狀況表所載的借貸及可換股債券總值除以資產總值計算。

截至2022年12月31日止年度，本集團的策略為將負債比率維持在50%內。於2022年及2021年12月31日的負債比率如下：

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
借貸總額及可換股債券	Total borrowings and convertible bonds	1,963,590	2,146,074
資產總值	Total assets	4,361,021	5,910,461
負債比率	Gearing ratio	45.0%	36.3%

7. 收入

本集團主要從事農業肥料業務、鎂產品業務及煉鋼熔劑業務。本集團於年內之收入分析如下：

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
來自與客戶之合約收益	Revenue from contract with customers		
銷售農業肥料產品	Sales of fertiliser products	141,858	904,013
銷售鎂產品	Sales of magnesium products	383,899	416,060
銷售煉鋼熔劑產品	Sales of metallurgical flux products	5,848	11,785
		531,605	1,331,858
收益確認時間： 一個時間點	Timing of revenue recognition: A point in time	531,605	1,331,858

6. CAPITAL RISK MANAGEMENT

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings and convertible bonds divided by total assets as shown in the consolidated statement of financial position.

During the year ended 31 December 2022, the Group's strategy is to maintain a gearing ratio within 50%. The gearing ratios at 31 December 2022 and 2021 were as follows:

7. REVENUE

The Group is principally engaged in fertiliser business, magnesium product business and metallurgical flux business. An analysis of the Group's revenue for the year is as follows:

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8. 分部資料

就資源調配及分部表現評估向本公司行政總裁(主要營運決策者)報告之資料側重於經營類別。本集團根據香港財務報告準則第8號經營及可報告的分部如下：

- 農業肥料業務
- 鎂產品業務
- 煉鋼熔劑業務

有關本集團之可報告分部資料於下文呈報。

分部收入及業績

本集團按可報告分部劃分之收入及業績分析如下。

截至2022年12月31日止年度：

		農業肥料業務 Fertiliser business 千港元 HK\$'000	鎂產品業務 Magnesium product business 千港元 HK\$'000	煉鋼熔劑業務 Metallurgical flux business 千港元 HK\$'000	合計 Total 千港元 HK\$'000
分部收入	Segment revenue	141,858	383,899	5,848	531,605
分部間收入	Inter-segment revenue	-	-	-	-
來自外部客戶的收入	Revenue from external customers	141,858	383,899	5,848	531,605
分部業績	Segment results	(660,750)	(97,170)	(38,151)	(796,071)
其他淨收益或虧損	Other gain or losses, net				(2,017)
財務擔保負債公允值變動	Change in fair value of financial guarantee liabilities				(39,045)
中央行政費用	Central administrative costs				(32,823)
財務費用	Finance costs				(191,776)
除所得稅前虧損	Loss before income tax				(1,061,732)

8. SEGMENT INFORMATION

Information reported to the Company's Chief Executive Officer, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the operating divisions. The Group's operating and reportable segments under HKFRS 8 are therefore as follows:

- Fertiliser business
- Magnesium product business
- Metallurgical flux business

Information regarding the Group's reportable segments is presented below.

Segment Revenue and Results

The following is an analysis of the Group's revenue and results by reportable segments.

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截至2021年12月31日止年度：

For the year ended 31 December 2021:

		農業肥料業務 Fertiliser business 千港元 HK\$'000	鎂產品業務 Magnesium product business 千港元 HK\$'000	煉鋼熔劑業務 Metallurgical flux business 千港元 HK\$'000	合計 Total 千港元 HK\$'000
分部收入	Segment revenue	904,013	416,060	12,377	1,332,450
分部間收入	Inter-segment revenue	-	-	(592)	(592)
來自外部客戶的收入	Revenue from external customers	904,013	416,060	11,785	1,331,858
分部業績	Segment results	(739,221)	(256,125)	(42,809)	(1,038,155)
其他淨收益或虧損	Other gain or losses, net				6,482
財務擔保負債公允價值變動	Change in fair value of financial guarantee liabilities				(250)
中央行政費用	Central administrative costs				(27,483)
財務費用	Finance costs				(200,301)
除所得稅前虧損	Loss before income tax				(1,259,707)

上文呈列之分部收入為外部客戶所產生之收入。分部間交易乃按公平原則訂立。

Segment revenue reported above represents revenue generated from external customers. Inter-segment transactions are entered into at arm's length.

可報告分部之會計政策與本集團會計政策相同。分部業績指於並無分配中央行政費用(包括董事薪酬、若干其他淨收益或虧損、金融擔保負債之公允價值變動及財務費用)情況下各分部之業績。此為向主要營運決策者報告以供其調配資源及評估分部表現之方式。

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the results from each segment without allocation of central administrative costs including directors' emoluments, certain net other gains or losses, change in fair value of financial guarantee liabilities, and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

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分部資產及負債

於2022年12月31日之分部資產及負債和截至該日止年度之資本開支按可報告分部劃分如下：

		農業	煉鋼	分部合計	未分配	合計	
		肥料業務	鎂產品業務				熔劑業務
		Magnesium					
		Fertiliser	product	Total	Unallocated	Total	
		business	business	segment	Unallocated	Total	
		千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
分部資產	Segment assets	1,581,227	1,985,992	543,599	4,110,818	250,203	4,361,021
分部負債	Segment liabilities	1,219,906	455,510	171,418	1,846,834	1,331,374	3,178,208
資本開支	Capital expenditure	8,353	12,945	32,458	53,756	-	53,756

於2021年12月31日之分部資產及負債和截至該日止年度之資本開支按可報告分部劃分如下：

Segment Assets and Liabilities

The segment assets and liabilities as at 31 December 2022 and capital expenditure for the year then ended by reportable segments are as follows:

The segment assets and liabilities as at 31 December 2021 and capital expenditure for the year then ended by reportable segments are as follows:

		農業	煉鋼	分部合計	未分配	合計	
		肥料業務	鎂產品業務				熔劑業務
		Magnesium					
		Fertiliser	product	Total	Unallocated	Total	
		business	business	segment	Unallocated	Total	
		千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
分部資產	Segment assets	2,515,192	2,476,167	597,355	5,588,714	321,747	5,910,461
分部負債	Segment liabilities	1,361,202	711,719	170,331	2,243,252	1,203,190	3,446,442
資本開支	Capital expenditure	288,082	207,694	10,886	506,662	-	506,662

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為達成監察分部表現及於分部間調配資源之目標：

- 除分類為持作出售的資產、銀行及現金結餘和其他企業使用資產外，所有資產均分配至可報告分部；
- 除由一間上市附屬公司發行的可換股債券、企業用途之若干借貸及若干其他應付款項外，所有負債均分配至可報告分部。

其他分部資料

截至2022年12月31日止年度：

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than assets classified as held for sale, bank and cash balances and other assets for corporate use;
- all liabilities are allocated to reportable segments other than convertible bonds issued by a listed subsidiary, certain borrowings for corporate use and certain other payables.

Other Segment Information

For the year ended 31 December 2022:

		農業肥料業務 Fertiliser business 千港元 HK\$'000	鎂產品業務 Magnesium product business 千港元 HK\$'000	煉鋼熔劑業務 Metallurgical flux business 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	合計 Total 千港元 HK\$'000
債務重組收益(附註10)	Gain on debt restructuring (note 10)	-	(140,706)	-	-	(140,706)
物業、廠房及設備折舊(附註17)	Depreciation of property, plant and equipment (note 17)	130,664	110,144	10,308	3,616	254,732
投資物業折舊(附註18)	Depreciation of investment property (note 18)	-	-	-	2,968	2,968
使用權資產折舊(附註19)	Depreciation of right-of-use assets (note 19)	5,959	1,439	1,509	1,008	9,915
無形資產及採礦權攤銷 (附註21及22)	Amortisation of intangible assets and mining rights (note 21 and 22)	-	1,448	1,369	-	2,817
貿易應收款項預期信貸虧損撥備 淨額(附註27)	Net allowance for expected credit losses of trade receivables (note 27)	98,609	104,173	817	106	203,705
其他應收款項預期信貸虧損 撥備淨額(附註28)	Net allowance for expected credit losses of other receivables (note 28)	30,215	18	1,443	37	31,713
出售物業、廠房及設備的 虧損/(收益)	Loss/(gain) on disposal of property, plant and equipment	(2)	(2,280)	-	9,393	7,111
按公允值計入損益之股本工具之 公允值變動虧損	Loss on change in fair value of equity instruments at fair value through profit or loss	-	-	-	2,216	2,216
衍生金融負債產生之公允值收益	Fair value gain arising from derivative financial liabilities	-	-	-	(18)	(18)
所得稅(抵免)/開支	Income tax (credit)/expenses	(11,627)	4,228	1,034	-	(6,365)

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截至2021年12月31日止年度：

For the year ended 31 December 2021:

		農業肥料業務 Fertiliser business 千港元 HK\$'000	鎂產品業務 Magnesium product business 千港元 HK\$'000	煉鋼熔劑業務 Metallurgical flux business 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	合計 Total 千港元 HK\$'000
物業、廠房及設備折舊(附註17)	Depreciation of property, plant and equipment (note 17)	85,258	103,305	8,347	3,002	199,912
投資物業折舊(附註18)	Depreciation of investment property (note 18)	-	-	-	1,961	1,961
使用權資產折舊(附註19)	Depreciation of right-of-use assets (note 19)	6,632	1,377	2,171	896	11,076
無形資產及採礦權攤銷 (附註21及22)	Amortisation of intangible assets and mining rights (note 21 and 22)	-	4,900	2,244	-	7,144
貿易應收款項預期信貸虧損撥備 /(撥備撥回)(附註27)	Allowance/(Reversal of allowance) for expected credit losses of trade receivables (note 27)	121,707	53,308	(1,683)	-	173,332
其他應收款項預期信貸虧損 撥備/(撥備撥回)(附註28)	Allowance/(Reversal of allowance) for expected credit losses of other receivables (note 28)	(157)	(65)	1	-	(221)
出售物業、廠房及設備的收益	Gain on disposal of property, plant and equipment	(1,525)	(5,052)	-	-	(6,577)
按公允值計入損益之股本工具之 公允值變動虧損	Loss on change in fair value of equity instruments at fair value through profit or loss	-	-	-	4,338	4,338
按公允值計入損益之股本 工具之出售虧損	Loss on disposal of equity instruments at fair value through profit or loss	-	-	-	56	56
衍生金融負債產生之公允值收益	Fair value gain arising from derivative financial liabilities	-	-	-	(11,905)	(11,905)
所得稅(抵免)/開支	Income tax (credit)/expenses	(12,062)	5,158	1,104	195	(5,605)

地區資料

截至2022年及2021年12月31日止年度，本集團主要於中國營運及本集團主要收入均來自中國，而於2022年12月31日及2021年12月31日，本集團大部分非流動資產均位於中國。概無披露本集團按地區劃分的業績及資產分析。

主要客戶資料

由於截至2022年及2021年12月31日止年度並無任何單一客戶之貢獻超過本集團總收入之10%，因此並無有關主要客戶的資料呈列。

Geographical Information

During the years ended 31 December 2022 and 2021, the Group mainly operated in the PRC and most of the Group's revenue are derived from the PRC and most of non-current assets of the Group are located in the PRC as at 31 December 2022 and 31 December 2021. No analysis of the Group's result and assets by geographical area is disclosed.

Information about Major Customers

No information about major customers is presented as no single customer contributed over 10% of the total revenue of the Group during the years ended 31 December 2022 and 2021.

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9. 其他收益或虧損淨額

9. OTHER GAINS OR LOSSES, NET

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
利息收入	Interest income	1,181	1,477
出售物業、廠房及設備的 (虧損)/收益淨額	(Loss)/gain on disposal of property, plant and equipment, net	(7,111)	6,577
物業、廠房及設備撇銷	Write-off of property, plant and equipment	(1,628)	(1,451)
按公允值計入損益之股本 工具公允值變動虧損	Loss on change in fair value of equity instruments at fair value through profit or loss	(2,216)	(4,338)
按公允值計入損益之股本工具 之售出虧損	Loss on disposal of equity instruments at fair value through profit or loss	-	(56)
衍生金融負債產生之公允值 收益	Fair value gain arising from derivative financial liabilities	-	11,905
衍生金融工具到期後失效的 收益	Gain on lapse of derivative financial liabilities upon maturity	18	-
政府補助(附註i)	Government subsidy (note i)	4,077	1,414
銷售廢料	Sale of scrap materials	16,624	25,528
租金收入	Rental income	4,010	7,578
雜項收入	Sundry income	1,640	448
		16,595	49,082

附註：

note:

- (i) 截至2022年12月31日止年度，本集團確認關於香港政府提供的保就業計劃的政府撥款約240,000港元（2021年：54,000港元）、主要關於中國政府補助社會保障供款1,399,000港元（2021年：1,360,000港元）及中國政府關於「退城入園」項目提供的補償金2,438,000港元。

- (i) During the year ended 31 December 2022, the Group recognised government grant of approximately HK\$240,000 (2021: HK\$54,000), which related to Employee Support Scheme provided by the Hong Kong government, HK\$1,399,000 (2021: HK\$1,360,000) which mainly relates to social security contributions subsidised by the PRC government and HK\$2,438,000 relates to compensation of Relocation of Industries from City Urban Area To Industrial Parks by the PRC government.

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10. 債務重組之收益

有關本集團一間附屬公司稀鎂科技集團控股有限公司(「稀鎂科技」)(股份代號：601)，稀鎂科技債權人計劃於2022年3月1日舉行的稀鎂科技債權人計劃會議上獲得了法定所需的多數計劃債權人批准。稀鎂科技債權人計劃亦於2022年5月27日獲香港高等法院認許。此後，稀鎂科技債權人計劃於2022年5月31日生效。

於2022年7月25日，計劃管理人已收到所有計劃債權人發出的意願表態表格並按如下方式分配受理申索：

根據5年的延長期限選擇權(「選擇權A」)的條款，將向選擇權A債權人悉數償還受理申索總額，而還款日期將予以延長，自生效日期(2022年5月31日)起為期五年。稀鎂科技於2022年7月發行65,483,900股新普通股(「計劃股份」)，其中公允值約29,630,000港元(約為本公司現時已發行股份的20%)，以分別償付延期利息及延期可能額外付款，該等股份將發行予計劃管理人，由其代表選擇權A債權人持有。計劃公司將每年向各選擇權A債權人支付延期利息；或

根據可換股債券置換選擇權(「選擇權B」)的條款，稀鎂科技發行本金總額約11,313,000港元的可換股債券予外部債權人，公允值約為8,692,000港元。後者可讓受理申索轉換為可換股債券，到期日為計劃生效日期的第五週年日。

10. GAIN ON DEBT RESTRUCTURING

In respect of a subsidiary of the Group, Rare Earth Magnesium Technology Group Holdings Limited (“REMT”) (Stock code: 601), the REMT Creditors’ Scheme was approved by the requisite statutory majorities of the scheme creditors at the meeting of REMT Creditors’ Schemes held on 1 March 2022. The REMT Creditors’ Scheme was also sanctioned by the High Court of Hong Kong on 27 May 2022. Since then, the REMT Creditors’ Scheme became effective on 31 May 2022.

As at 25 July 2022, the scheme administrators have received the preference indication forms from all scheme creditors and the admitted claims have been allocated in the following manner:

Under the terms of the 5 years term extension option (“Option A”), full repayment of admitted claims will be made to the Option A creditors and the repayment date will be extended for a period of five years beginning from the effective date on 31 May 2022. REMT issued 65,483,900 new ordinary shares (“Scheme Shares”) of fair value of approximately HK\$29,630,000 being approximately 20% of the currently issued shares of the company in July 2022 for the term extension interest and term extension potential extra payment, which be issued to the scheme administrator to be held on behalf of the Option A Creditors. The term extension interest will be paid to each Option A Creditor by the Scheme Company on an annual basis, or;

Under the terms of convertible bonds swap option (“Option B), REMT issued convertible bonds in the total principal amount of approximately HK\$11,313,000 to the external creditors with the fair value of approximately HK\$8,692,000. The latter offers the conversion of admitted claims into Convertible Bonds with a maturity date of the fifth anniversary of the scheme effective date.

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根據稀鎂科技債權人計劃，負債（包括計劃債務的本金及應計利息）為約377,622,000港元，已獲解除及分配為5年延長期限選擇權或可換股債券置換選擇權。因此，截至2022年12月31日止年度已確認債務重組收益約140,706,000港元。

Pursuant to the REMT Creditors' Scheme, the liabilities, including the principals and accrued interests of the scheme debts, amounted to approximately HK\$377,622,000 have been discharged and allocated into a 5-year term extension option or a convertible bonds swap option. Accordingly, a gain on debt restructuring of approximately HK\$140,706,000 has been recognized for the year ended 31 December 2022.

更多詳情請參閱稀鎂科技日期為2022年5月3日及2022年7月26日的公佈。

For more details, please refer to the announcements of the REMT dated 3 May 2022 and 26 July 2022.

		千港元 HK\$'000
根據稀鎂科技債權人計劃 承擔負債：	Liabilities assumed pursuant to the REMT Creditors' Scheme:	
可換股債券 – 負債部分 (附註34)	Convertible bonds – Liability components (Note 34)	(7,643)
可換股債券 – 權益部分 (附註34)	Convertible bonds – Equity components (Note 34)	(1,049)
借貸(附註33)	Borrowings (Note 33)	(198,594)
		(207,286)
根據稀鎂科技債權人計劃轉讓 資產：	Asset transferred pursuant to the REMT Creditors' Scheme:	
計劃股份	Scheme Shares	(29,630)
		(236,916)
根據稀鎂科技債權人計劃解除 的負債：	Liabilities discharged pursuant to the REMT Creditors' Scheme:	
應計費用及其他應付款項 (附註31)	Accruals and other payables (Note 31)	77,203
借貸(附註33)	Borrowings (Note 33)	300,419
		377,622
債務重組之收益	Gain on debt restructuring	140,706

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11. 財務費用

11. FINANCE COSTS

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
上市後償票據之利息開支	Interest expenses on listed subordinated notes	51,504	51,549
租賃負債的利息	Interest on lease liabilities	413	439
可換股債券利息	Interest on convertible bonds	256	–
須於五年內全數償還之借貸的利息	Interest on borrowings wholly repayable within five years	139,603	148,313
		191,776	200,301

12. 所得稅抵免

12. INCOME TAX CREDIT

於綜合損益表內(計入)/扣除的數額指：

The amount of (credited)/charged to the consolidated statement of profit or loss represents:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
即期稅項：	Current tax:		
— 中國企業所得稅	— PRC Enterprises Income Tax	5,574	14,965
遞延稅項(附註36)	Deferred taxation (Note 36)	(11,939)	(20,570)
		(6,365)	(5,605)

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(a) 香港利得稅

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅稅率兩級制。條例草案於2018年3月28日經簽署成為法律，並於次日刊憲。根據利得稅稅率兩級制，合資格集團實體的首2百萬港元溢利將按8.25%徵稅，而超過2百萬港元的溢利則須按16.5%徵稅。不符合利得稅稅率兩級制的集團實體的溢利將繼續按統一稅率16.5%徵稅。

本集團董事認為，利得稅稅率兩級制實施後所涉及金額對綜合財務報表而言並不重大。香港利得稅兩年間按16.5%計算。截至2022年12月31日止年度並無應付稅項(2021年：零港元)，原因是並無於香港產生應課稅溢利。

(b) 中國企業所得稅

中國企業所得稅乃按截至2022年及2021年12月31日止年度於中國產生之估計應課稅溢利之25%計算。

(c) 海外所得稅

本公司乃根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，並據此獲豁免繳納開曼群島所得稅。本公司於英屬處女群島成立之附屬公司乃根據英屬處女群島國際商業公司法註冊成立，並獲豁免繳納英屬處女群島所得稅。

(a) Hong Kong Profits Tax

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rate regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Under the two-tiered profits tax rate regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits tax above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Group considered the amount involved upon implementation of the two-tiered profits tax rate as insignificant to the consolidation financial statement. Hong Kong Profits Tax is calculated at 16.5% for both years. No tax is payable for the year ended 31 December 2022 (2021: HK\$Nil) since there were no assessable profit generated in Hong Kong.

(b) The PRC Enterprise Income Tax

The PRC Enterprise Income Tax is calculated at 25% on the estimated assessable profits arising in the PRC for the years ended 31 December 2022 and 2021.

(c) Overseas Income Tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and, accordingly, is exempted from Cayman Islands income tax. The Company's subsidiaries established in the British Virgin Islands were incorporated under the International Business Companies Act of the British Virgin Islands and, are exempted from British Virgin Islands income tax.

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本集團的除所得稅前虧損的稅額與以中國企業的標準所得稅稅率25%計算的理論數額的差別如下：

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using a tax rate of 25%, the standard income tax rate of the PRC enterprises, as follows:

		2022		2021	
		千港元		千港元	
		HK\$'000	%	HK\$'000	%
持續經營業務之除稅前虧損	Loss before tax from continuing operation	(1,061,732)		(1,259,707)	
按適用所得稅稅率25% (2021年：25%) 計算的稅項支出	Tax charge at applicable income tax rate of 25% (2021: 25%)	(265,433)	25	(314,927)	25
於其他司法權區經營的附屬公司的不同稅率之影響	Effect of different tax rates of subsidiaries operating in other jurisdictions	19,228	(1.8)	15,689	(1.2)
毋須課稅的收入之稅務影響	Tax effect of income not taxable for tax purpose	(37,260)	3.5	(795)	0.1
不可扣稅之開支之稅務影響	Tax effect of expenses not deductible for tax purpose	197,395	(18.6)	263,620	(20.9)
使用先前未確認之稅務虧損	Utilisation of previous unrecognised tax losses	(3,072)	0.3	(3,572)	0.3
未確認之估計稅項虧損的稅務影響	Tax effect of estimated tax losses not recognised	82,777	(7.8)	34,380	(2.7)
所得稅抵免	Income tax credit	(6,365)	0.6	(5,605)	0.4

於2022年12月31日，本集團未確認稅項虧損約1,232,969,000港元（2021年：1,012,993,000港元）可結轉以抵銷未來應課稅溢利。約834,584,000港元（2021年：614,881,000港元）之稅項虧損將於與其有關之評估年度起計五年後到期，而約398,112,000港元（2021年：398,112,000港元）之稅項虧損則可無限期結轉。由於認為未必有日後之應課稅溢利可與未動用的稅項虧損對銷，故該等稅項虧損之遞延稅項收益並未確認。

As at 31 December 2022, the Group has unrecognised tax losses of approximately HK\$1,232,969,000 (2021: HK\$1,012,993,000), which can be carried forward to offset future taxable profit. Tax losses of approximately HK\$834,584,000 (2021: HK\$614,881,000) will expire after five years from the year of assessment they relate to while tax losses of approximately HK\$398,112,000 (2021: HK\$398,112,000) can be carried forward indefinitely. The deferred tax benefit of such tax losses has not been recognised as it is not considered probable that future taxable profit will be available to utilise the unused tax losses.

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13. 年內虧損

13. LOSS FOR THE YEAR

年內虧損已扣除／(計入)下列費用：

Loss for the year has been arrived at after charging/(crediting):

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
工資及薪金	Wages and salaries	66,209	110,865
以股份為基礎支付之開支	Share-based payment expenses	3,775	6,756
支付定額供款退休計劃款項 (附註a)	Payment to defined contribution retirement plans (note a)	3,909	2,133
總員工成本(包括董事薪酬)	Total staff costs (including directors' emoluments)	73,893	119,754
核數師薪酬	Auditors' remuneration		
審核及審核相關工作	Audit and audit related work		
– 國衛會計師事務所有限 公司	– HLB Hodgson Impey Cheng Limited	2,300	2,080
折舊及攤銷	Depreciation and amortisation	270,432	220,093
出售物業、廠房及設備及土地 使用權之虧損／(收益)淨額	Net loss/(gain) on disposal of property, plant and equipment and land use rights	7,111	(6,577)
按公允值計入損益之股本 工具之公允值變動虧損	Loss on change in fair value of equity instruments at fair value through profit or loss	2,216	4,338
按公允值計入損益之 股本工具之售出虧損	Loss on disposal of equity instruments at fair value through profit or loss	–	56
衍生金融負債產生之公允值 收益	Fair value gain arising from derivative financial liabilities	–	(11,905)
以股權結算之購股權開支	Equity-settled share option expenses	3,775	6,756
確認為開支之存貨成本	Cost of inventories recognised as an expense	461,443	1,192,561
貿易應收款項預期信貸虧損 撥備	Allowance for expected credit losses on trade receivables	203,880	282,707
按金及其他應收款項預期信貸 虧損撥備	Allowance for expected credit losses on deposits and other receivables	31,717	636
撥回貿易應收款項預期信貸 虧損撥備	Reversal of allowance for expected credit losses on trade receivables	(175)	(109,375)
撥回按金及其他應收款項預期 信貸虧損撥備	Reversal of allowance for expected credit losses on deposits and other receivables	(4)	(857)
物業、廠房及設備撇銷	Written off of property, plant and equipment	1,628	1,451
預付款項撇銷	Written off of prepayments	40,350	–

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附註：

- (a) 中國規則及法例訂明，本集團為其中國僱員向一項由政府營辦的退休計劃供款，該計劃屬於定額供款計劃。根據當地政府的規定，本集團按僱員薪金約14%向該計劃供款，並且除年度供款之外，本集團概無日後實際支付養老金或退休後福利之責任。該項由政府營辦的退休計劃負責退休僱員的全部養老金責任。

本集團已為其香港僱員安排參加強積金計劃。強積金計劃屬於定額供款計劃，由獨立信託人管理。根據強積金計劃，本集團及其香港僱員須各自根據強制性公積金條例界定之僱員收入之5%按月向該計劃供款。自2014年6月1日起，本集團及僱員供款之上限為每月1,500港元。

截至2022年12月31日止年度，本集團向上述養老金計劃作出的供款總額為約3,909,000港元（2021年：2,133,000港元）。於2022年12月31日，本集團並無權利獲得任何沒收供款以用於減少本集團未來的供款（2021年：零港元）。

note:

- (a) As stipulated by rules and regulations in the PRC, the Group contributes to a state-sponsored retirement plan for its employees in the PRC, which is a defined contribution plan. The Group contributes approximately 14% of the employees' salary as specified by the local government, and the Group has no future obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state sponsored retirement plan is responsible for the entire pension obligations to retired employees.

The Group has arranged for its Hong Kong employees to join the MPF Scheme, a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its Hong Kong employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Since 1 June 2014, both the Group's and the employees' contributions are subject to a cap of HK\$1,500 per month.

During the year ended 31 December 2022, the aggregate amount of the Group's contributions to the aforementioned pension schemes was approximately HK\$3,909,000 (2021: HK\$2,133,000). As at 31 December 2022, the Group was not entitled to any forfeited contributions to reduce the Group's future contributions (2021: HK\$Nil).

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14. 董事、主要行政人員及僱員薪酬 及最高薪酬人士

(a) 董事薪酬

截至2022年12月31日止年度各董事
之薪酬載列如下：

		袍金	薪金	以股份為基礎 付款之開支	僱主的退休金 計劃供款	合計
		Fees	Salaries	Share-based payment expenses	Employer's contribution to pension scheme	Total
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
執行董事	Executive directors					
池文富(主席)	Chi Wen Fu (Chairman)	-	2,173	201	18	2,392
池靜超	Chi Jing Chao	-	214	80	-	294
非執行董事	Non-executive director					
郭孟勇	Guo Mengyong	35	-	50	-	85
獨立非執行董事	Independent non-executive directors					
張省本	Cheung Sound Poon	60	-	72	-	132
盛洪	Sheng Hong	35	-	50	-	85
沈毅民(附註1)	Shen Yi Min (note 1)	50	-	-	-	50
		180	2,387	453	18	3,038

附註：

1. 於2022年1月1日獲委任

note:

1. Appointed on 1 January 2022

14. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

(a) Directors' Emoluments

The emoluments of each director for the year
ended 31 December 2022 is set below:

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截至2021年12月31日止年度各董事
之薪酬載列如下：

The emoluments of each director for the year
ended 31 December 2021 is set below:

		袍金	薪金	以股份為基礎 付款之開支	僱主的退休金 計劃供款	合計
		Fees	Salaries	Share-based payment expenses	Employer's contribution to pension scheme	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
執行董事	Executive directors					
池文富(主席)	Chi Wen Fu (Chairman)	-	2,185	314	18	2,517
沈世捷(行政總裁)(附註1)	Shum Sai Chit (CEO) (note 1)	-	603	509	11	1,123
池靜超	Chi Jing Chao	-	217	173	-	390
非執行董事	Non-executive director					
郭孟勇	Guo Mengyong	35	-	79	-	114
獨立非執行董事	Independent non-executive directors					
張省本	Cheung Sound Poon	60	-	131	-	191
盛洪	Sheng Hong	35	-	79	-	114
劉智傑(附註2)	Lau Chi Kit (note 2)	120	-	41	-	161
		250	3,005	1,326	29	4,610

附註：

1. 已於2021年7月30日辭任
2. 已於2021年6月30日退任

notes:

1. Resigned on 30 July 2021
2. Retired on 30 June 2021

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(b) 五位最高薪酬人士

於年內，本集團五位最高薪酬人士包括一位（2021年：一位）董事，其酬金詳情載於上文附註13。餘下四位（2021年：四位）並非本公司董事或最高行政人員的最高薪酬人士年內的酬金詳情載列如下：

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
基本薪金、購股權、 其他津貼及實物利益	Basic salaries, share options, other allowances and benefits in kind	4,773	4,385
退休金費用 – 定額供款 計劃	Pension costs-defined contribution plan	72	72
		4,845	4,457

並非本公司董事的最高薪酬人士之酬金屬於以下範疇的人數載列如下：

(b) Five Highest Paid Individuals

The five highest paid employees of the Group during the year included one (2021: one) directors, details of whose remuneration are set out in note 13 above. Details of the remuneration for the year of the remaining four (2021: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		人數 Number of individuals	
		2022	2021
零至1,000,000港元	Nil – HK\$1,000,000	1	1
1,000,001港元至 2,000,000港元	HK\$1,000,001 – HK\$2,000,000	3	3
		4	4

(c) 截至2022年及2021年12月31日止年度，本集團並無向任何本公司董事及五位最高薪酬人士支付酬金作為加入本集團或加入本集團時的獎勵，或作為離職補償。於截至2022年及2021年12月31日止年度，概無本公司董事及五位最高薪酬人士同意放棄或已放棄領取任何酬金。

(c) During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to any of the directors of the Company and the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office. There was no director of the Company and the five highest paid individuals agreed to waive or waived any emoluments during the years ended 31 December 2022 and 2021.

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15. 股息

本公司董事不建議就截至2022年12月31日止年度派付任何股息(2021年：零港元)。

15. DIVIDEND

The directors of the Company do not recommend the payment of any dividend for the year ended 31 December 2022 (2021: HK\$Nil).

16. 每股虧損

(a) 基本

每股基本虧損是根據本公司擁有人應佔年內虧損，除以年內已發行普通股加權平均數計算。

(a) Basic

Basic loss per share is calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2022	2021
計算每股基本虧損所用之母 公司普通權益持有人應佔 虧損(千港元)	Loss attributable to ordinary equity holders of the parent, used in the basic loss per share calculation (HK\$'000)	(1,007,080)	(1,121,566)
已發行普通股加權平均數 (千股)	Weighted average number of ordinary shares in issue (thousand shares)	4,581,117	4,581,117
每股基本虧損 (每股港仙)	Basic loss per share (HK cents per share)	(21.98)	(24.48)

(b) 攤薄

每股攤薄虧損是假設轉換所有攤薄性潛在普通股，以調整已發行普通股加權平均數計算。本公司有一類攤薄性潛在普通股：購股權。

(b) Diluted

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one categories of dilutive potential ordinary shares: share options.

就購股權而言，本公司根據尚未行使購股權所附之認購權貨幣值進行計算，以釐定可按公允值(以本公司期內之股份平均市價釐定)購入的股份數目。按上文所述計算的股份數目，與假設行使購股權所發行的股份數目作比較。由於購股權行使價高於截至2022年及2021年12月31日止年度的股份平均市價，故計算每股攤薄虧損時並無假設行使本公司的購股權。

For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares during the period) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options. The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price of shares for the years ended 31 December 2022 and 2021.

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17. 物業、廠房及設備

17. PROPERTY, PLANT AND EQUIPMENT

		租賃土地 及樓宇 (附註(i))	租賃物業 裝修	廠房及機器	傢俬及 辦公室設備	汽車	船舶	在建工程	總計
		Leasehold land and buildings (note (i))	Leasehold improvements	Plant and machinery	Furniture and office equipment	Motor vehicles	Ship in-progress	Construction in-progress	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
成本	Cost								
於2021年1月1日	As at 1 January 2021	1,010,845	12,923	1,686,442	42,619	10,988	378	1,432,967	4,197,162
添置	Additions	45,038	-	50,016	1,226	-	-	410,382	506,662
轉撥	Transfers	1,428,898	-	327,060	-	-	-	(1,755,958)	-
出售	Disposals	-	-	(6,864)	-	-	-	-	(6,864)
撇銷	Written off	(1,293)	-	(1,888)	(5)	-	-	-	(3,186)
匯兌調整	Exchanges alignment	50,522	135	59,495	1,470	381	11	26,259	138,273
於2021年12月31日	As at 31 December 2021								
及2022年1月1日	and 1 January 2022	2,534,010	13,058	2,114,261	45,310	11,369	389	113,650	4,832,047
添置	Additions	1,839	-	1,449	41	183	-	50,244	53,756
轉撥	Transfers	-	-	53	-	-	-	(53)	-
出售	Disposals	-	-	(2,656)	(47)	-	-	(11,169)	(13,872)
撇銷	Written off	(1,632)	-	(1,202)	-	(615)	-	-	(3,449)
匯兌調整	Exchanges alignment	(137,290)	(986)	(159,385)	(3,833)	(977)	(29)	(12,694)	(315,194)
於2022年12月31日	As at 31 December 2022	2,396,927	12,072	1,952,520	41,471	9,960	360	139,978	4,553,288

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		租賃土地 及樓宇 (附註(i))	租賃物業 裝修	廠房及機器	傢俬及 辦公室設備	汽車	船舶	在建工程	總計
		Leasehold land and buildings (note (i))	Leasehold improvements	Plant and machinery	Furniture and office equipment	Motor vehicles	Ship	Construction in-progress	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
累計折舊及減值	Accumulated depreciation and impairment								
於2021年1月1日	As at 1 January 2021	56,497	5,926	420,246	14,988	5,761	378	-	503,796
年內扣除	Charge for the year	55,847	434	140,369	1,275	1,987	-	-	199,912
於損益確認的減值 虧損	Impairment loss recognised in profit or loss	409,212	1,113	261,075	4,813	578	-	19,243	696,034
出售時對銷	Eliminated on disposal	-	-	(5,246)	-	-	-	-	(5,246)
撇銷時對銷	Eliminated on written off	(519)	-	(1,211)	(5)	-	-	-	(1,735)
匯兌調整	Exchanges alignment	10,460	140	19,364	683	217	11	239	31,114
於2021年12月31日 及2022年1月1日	As at 31 December 2021 and 1 January 2022	531,497	7,613	834,597	21,754	8,543	389	19,482	1,423,875
年內扣除	Charge for the year	108,770	433	143,234	1,732	563	-	-	254,732
於損益確認的減值 虧損	Impairment loss recognised in profit or loss	201,810	522	117,606	2,240	233	-	13,773	336,184
出售時對銷	Eliminated on disposal	-	-	(1,533)	(47)	-	-	-	(1,580)
撇銷時對銷	Eliminated on written off	-	-	(1,240)	-	(581)	-	-	(1,821)
匯兌調整	Exchanges alignment	(17,824)	(567)	(56,619)	(1,662)	(609)	(29)	(610)	(77,920)
於2022年12月31日	As at 31 December 2022	824,253	8,001	1,036,045	24,017	8,149	360	32,645	1,933,470
賬面淨值	Net carrying values								
於2022年12月31日	As at 31 December 2022	1,572,674	4,071	916,475	17,454	1,811	-	107,333	2,619,818
於2021年12月31日	As at 31 December 2021	2,002,513	5,445	1,279,664	23,556	2,826	-	94,168	3,408,172

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附註：

- (i) 本集團的租賃土地及樓宇於報告期末的賬面值分析如下：

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
中國中期租賃	Medium term leases in the PRC	1,572,674	2,002,513

- (ii) 於2022年12月31日，賬面值為約592,049,000港元（2021年：777,479,000港元）之租賃土地及樓宇、廠房及機器已作為銀行借貸之抵押（附註33）。

notes:

- (i) The carrying amount of the Group's leasehold land and buildings at the end of the reporting period are analysed as follows:

- (ii) As at 31 December 2022, leasehold land and buildings and plant and machinery with a carrying amount of approximately HK\$592,049,000 (2021: HK\$777,479,000) have been pledged to secure bank borrowings (Note 33).

於本年度之物業、廠房及設備之使用年期如下：

- 租賃土地及樓宇	租賃期內
- 租賃物業裝修	2至5年
- 廠房及機器	3至40年
- 傢俬及辦公室設備	2至12年
- 汽車	4至10年
- 船舶	5年
- 工具及模具	2年

The useful lives of property, plant and equipment adopted for the current year are as follows:

- Leasehold land and buildings	Over the lease terms
- Leasehold improvements	2 to 5 years
- Plant and machinery	3 to 40 years
- Furniture and office equipment	2 to 12 years
- Motor vehicles	4 to 10 years
- Ship	5 years
- Tooling and moulds	2 years

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18. 投資物業

18. INVESTMENT PROPERTIES

		千港元 HK\$'000
成本	Cost	
於2021年1月1日	As at 1 January 2021	150,170
匯兌調整	Exchange realignment	4,502
於2021年12月31日及2022年1月1日	As at 31 December 2021 and 1 January 2022	154,672
匯兌調整	Exchange realignment	(11,679)
於2022年12月31日	As at 31 December 2022	142,993
累計折舊	Accumulated Depreciation	
於2021年1月1日	As at 1 January 2021	45,274
年內扣除	Charge for the year	1,961
匯兌調整	Exchange realignment	1,382
於2021年12月31日及2022年1月1日	As at 31 December 2021 and 1 January 2022	48,617
年內扣除	Charge for the year	2,968
匯兌調整	Exchange realignment	(3,768)
於2022年12月31日	As at 31 December 2022	47,817
賬面淨值	Net carrying values	
於2022年12月31日	As at 31 December 2022	95,176
於2021年12月31日	As at 31 December 2021	106,055

投資物業指雲霄物業一期及二期之建設。

The investment properties represent the buildings of phase one and phase two of the Yunxiao properties.

上述投資物業持有作資本增值之目的，按成本列值且在租賃期內按直線基準貶值。

The above investment properties are held for capital appreciation purpose, measured at cost and depreciated on a straight line basis over the lease term.

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本集團截至2022年12月31日投資物業賬面淨值約95,176,000港元(2021年:約106,055,000港元),公允值總額約96,069,000港元(2021年:約107,867,000港元)。估值由與本集團並無關連之獨立合資格估值師進行。根據管理層經參考獨立合資格估值師出具之估值報告後作出的評估結果,概無對本集團截至2022年12月31日之投資物業之賬面值作出減值。

投資物業之物業部分公允值乃根據折舊重置成本法經參考重置成本及折舊率後釐定。

在估計物業公允值時,物業之最高及最佳用途為其現狀用途。

截至報告期末本集團投資物業之詳情以及有關公允值層級之詳情如下:

		賬面值	公允值第三層級
		Carrying Amount	Fair value at Level 3 hierarchy
		千港元	千港元
		HK\$'000	HK\$'000
2022年	2022	95,176	96,069
2021年	2021	106,055	107,867

於截至2022年12月31日及2021年12月31日止年度,投資物業並無產生租金收入。

上述投資物業之賬面價值包括:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
在中國持有:	In the PRC held on:		
中期租賃	Medium term lease	95,176	96,069

The net carrying values of the Group's investment properties as at 31 December 2022 were approximately HK\$95,176,000 (2021: approximately HK\$106,055,000) and the aggregate fair value were approximately HK\$96,069,000 (2021: approximately HK\$107,867,000). The valuation was performed by independent qualified valuers not connected with the Group. Based on the result of management's assessment by making reference to the valuation report issued by the independent qualified valuers, there is no impairment on the carrying value of the Group's investment properties as at 31 December 2022.

The fair value of the properties portion of the investment properties was determined base on depreciation replacement costs approach by reference to the replacement cost and depreciation rate.

In estimating the fair value of the properties, the highest and best use of the properties is the their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

During the year ended 31 December 2022 and 31 December 2021, no rental income was generated from investment properties.

The carrying value of investment properties shown above comprise:

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19. 使用權資產

19. RIGHT-OF-USE ASSETS

		土地使用權 Land use right 千港元 HK\$'000	辦公室 Office 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於2021年1月1日	At 1 January 2021	290,159	6,171	296,330
折舊費	Depreciation charge	(10,371)	(705)	(11,076)
減值虧損	Impairment loss	(59,215)	–	(59,215)
匯兌調整	Exchange alignment	6,743	176	6,919
於2021年12月31日及 2022年1月1日	At 31 December 2021 and 1 January 2022	227,316	5,642	232,958
添置	Additions	–	1,269	1,269
折舊費	Depreciation charge	(9,239)	(676)	(9,915)
減值虧損	Impairment loss	(29,408)	–	(29,408)
匯兌調整	Exchange alignment	(16,360)	(409)	(16,769)
於2022年12月31日	At 31 December 2022	172,309	5,826	178,135

使用權資產指本集團根據經營租賃安排於租期內使用相關租賃土地及物業的權利，其按成本減去累計折舊及累計減值虧損列賬，並就重新計量租賃負債而作出調整。

The right-of-use assets represent the Group's rights to use underlying leased land and premises under operating lease arrangements over the lease terms, which are stated at cost less accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities.

於2022年12月31日，賬面值約108,768,000港元（2021年：184,353,000港元）之使用權資產之土地使用權已抵押作銀行借款之擔保（附註33）。

As at 31 December 2022, the land use right of right-of-use assets with a carrying amount of approximately HK\$108,768,000 (2021: HK\$184,353,000) have been pledged to secure bank borrowings (Note 33).

於兩個年度，本集團就其業務運作租賃土地使用權及辦公室。就土地使用權及辦公室租賃合約訂立之固定期限分別為50年（2021年：50年）及2年至24年（2021年：2年至24年），惟可能擁有如下所述之延期及終止選擇權。租賃期限按個別基準經磋商後商定，且包括不同條款及條件。在釐定租賃期限及評估不可撤銷期限之長度時，本集團應用合約之定義並釐定可強制執行合約之期限。

For both years, the Group leases land use right and offices for its operations. Lease contracts are entered into for fixed term of 50 years for land use right (2021: 50 years), and 2 years to 24 years for office (2021: 2 years to 24 years) but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

有關使用權資產之減值測試詳情於綜合財務報表附註23披露。

Details of the impairment testing on right-of-use assets are disclosed in Note 23 to the consolidated financial statements.

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20. 商譽

20. GOODWILL

		千港元 HK\$'000
成本	Cost	
於2021年1月1日、2021年12月31日、 2022年1月1日及2022年12月31日	As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	197,368
累計減值	Accumulated impairment	
於2021年1月1日、2021年12月31日、 2022年1月1日及2022年12月31日	As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	46,252
賬面淨值	Net carrying values	
於2022年12月31日	As at 31 December 2022	151,116
於2021年12月31日	As at 31 December 2021	151,116

分配至本集團現金產生單位（「現金產生單位」）之商譽按業務分部識別。

Goodwill is allocated to the Group's cash-generating units ("CGU") identified according to business segment.

商譽來自收購稀鎂科技及其附屬公司（「稀鎂科技集團」）。稀鎂科技集團主要業務為製造及銷售金屬鎂相關產品。

The goodwill was resulted from the acquisition of REMT and its subsidiaries ("REMT Group"). The principal activities of REMT Group are manufacturing and sale of magnesium-related products.

除上述屬於現金產生單位的產生現金流量之商譽、物業、廠房及設備、無形資產、使用權資產及採礦權連同商譽會計入各自現金產生單位，以進行減值評估。

In addition to goodwills, property, plant and equipment, intangible assets, right-of-use assets and mining rights belonging to the CGU that generate cash flows together with the goodwill are included in the respective CGU for the purpose of impairment assessment.

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於2022年12月31日，稀鎂科技之可收回金額已根據使用價值計算釐定。該計算使用了基於管理層批准之5年期財務預算及18.03% (2021年：14.71%) 稅前貼現率之現金流量預測。稀鎂科技超過5年之現金流量乃使用穩定增長率2% (2021年：2%) 推算。該增長率乃基於相關行業增長預測，並不超過相關行業之平均長期增長率。就使用價值計算之其他關鍵假設涉及現金流入／流出 (包括預算銷售額及毛利率、業務費用及企業稅率) 之估計。有關估計乃基於單位之過往業績及管理層對市場發展之預期。

本公司董事相信，任何該等假設之任何合理變動不會導致總賬面值超出現金產生單位的總可收回金額。因此，於截至2022年12月31日及2021年12月31日止年度並無確認減值虧損。

As at 31 December 2022, the recoverable amount of REMT has been determined based on a value in use calculation. That calculation use cash flow projections based on financial budgets approved by management covering a 5-year period, and pre-tax discount rate of 18.03% (2021: 14.71%). REMT's cash flows beyond the 5-year period are extrapolated using a steady 2% (2021: 2%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, operating expenses and corporate tax rate, such estimation is based on the unit's past performance and management's expectations for the market development.

The directors of the Company believes that any reasonable change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU. Thus, no impairment loss was recognised for the years ended 31 December 2022 and 31 December 2021.

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21. 無形資產

21. INTANGIBLE ASSETS

		技術知識 Technical Know-how 千港元 HK\$'000	會所會籍 Club membership 千港元 HK\$'000	商標 Trademark 千港元 HK\$'000	專利 Patent 千港元 HK\$'000	合計 Total 千港元 HK\$'000
成本	Cost					
於2021年1月1日	As at 1 January 2021	3,687	80	336,137	53,294	393,198
撇銷	Written off	-	(80)	-	-	(80)
匯兌調整	Exchange alignment	-	-	10,076	1,597	11,673
於2021年12月31日及 2022年1月1日	As at 31 December 2021 and 1 January 2022	3,687	-	346,213	54,891	404,791
撇銷	Written off	(3,687)	-	-	-	(3,687)
匯兌調整	Exchange alignment	-	-	(26,141)	(4,144)	(30,285)
於2022年12月31日	As at 31 December 2022	-	-	320,072	50,747	370,819
累計攤銷及減值	Accumulated amortisation and impairment					
於2021年1月1日	As at 1 January 2021	3,687	-	1,848	21,152	26,687
年內攤銷	Amortisation for the year	-	-	-	4,900	4,900
年內確認的減值虧損	Impairment loss recognised for the year	-	-	77,624	2,738	80,362
匯兌調整	Exchange alignment	-	-	1,022	695	1,717
於2021年12月31日及 2022年1月1日	As at 31 December 2021 and 1 January 2022	3,687	-	80,494	29,485	113,666
年內攤銷	Amortisation for the year	-	-	-	1,448	1,448
撇銷	Written off	(3,687)	-	-	-	(3,687)
年內確認的減值虧損	Impairment loss recognised for the year	-	-	43,961	942	44,903
匯兌調整	Exchange alignment	-	-	(7,510)	(2,067)	(9,577)
於2022年12月31日	As at 31 December 2022	-	-	116,945	29,808	146,753
賬面淨值	Net carrying values					
於2022年12月31日	As at 31 December 2022	-	-	203,127	20,939	224,066
於2021年12月31日	As at 31 December 2021	-	-	265,719	25,406	291,125

用於計算攤銷的可使用年期如下：

技術知識 : 3至5年
商標 : 無期限
專利 : 9至16年

The following useful lives are used in the calculation of amortisation:

Technical know-how : 3 to 5 years
Trademark : Indefinite
Patent : 9 to 16 years

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倘無形資產之可使用年期被評定為無限期，則不會進行攤銷。倘評定無形資產之可使用年期為無限期，則會每年檢討以釐定有否有任何事件或情況繼續支持該項資產具有無限可使用年期之評估。倘並無任何該等事件或情況，可使用年期評估由無限期轉為有限期時，則自變動日期起按未來適用基準及根據上文所載攤銷有限期無形資產之政策列賬。

有關無形資產之減值測試詳情於綜合財務報表附註23披露。

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

Details of the impairment testing on intangible assets are disclosed in Note 23 to the consolidated financial statements.

22. 採礦權

22. MINING RIGHTS

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
成本	Cost		
於1月1日	As at 1 January	582,470	565,519
匯兌調整	Exchange alignment	(43,978)	16,951
於12月31日	As at 31 December	538,492	582,470
累計攤銷	Accumulated amortisation		
於1月1日	As at 1 January	121,755	115,877
年內攤銷	Amortisation for the year	1,369	2,244
匯兌調整	Exchange alignment	(9,352)	3,634
於12月31日	As at 31 December	113,772	121,755
賬面淨值	Net carrying values		
於12月31日	As at 31 December	424,720	460,715

此為中國江蘇省東海縣的蛇紋石礦及中國吉林省白山市之白雲石礦的兩項採礦權，而兩項採礦權均已以礦石儲備的產量予以攤銷。

本集團按照各採礦權的公允值減出售成本的較高者估計採礦權的可收回金額。按照公允值減出售成本，相關資產的賬面淨值並無超過可收回金額，故並無確認減值。

These represents two mining rights, the serpentine mine located in Donghai County of Jiangsu Province, the PRC and the dolomite mine located in Baishan City of Jilin Province, the PRC, which are amortised by the production quantity over the ore reserve.

The Group estimates the recoverable amounts of the mining rights based on higher of fair value less costs to disposal. The carrying amount of the relevant assets does not exceed the recoverable amount based on fair value less costs to disposal and no impairment has been recognised.

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23. 使用權資產、物業、廠房及設備、無形資產及採礦權之減值測試

截至2022年12月31日止年度，本集團管理層檢討本集團因營運資金受制約及年內本集團境外債務重組而表現不佳且出現虧損的兩個現金產生單位，即農業肥料業務及煉鋼熔劑業務分部（「現金產生單位1」）以及鎂產品業務分部（「現金產生單位2」）。鑒於現金產生單位1及現金產生單位2之經濟表現未如先前預期，本集團管理層認為存在減值跡象，並對賬面值分別為178,135,000港元（2021年：232,958,000港元）、2,619,818,000港元（2021年：3,408,172,000港元）、224,066,000港元（2021年：291,125,000港元）及424,720,000港元（2021年：460,715,000港元）之所屬於該等現金產生單位的使用權資產、物業、廠房及設備、無形資產及採礦權進行減值評估。

當無法個別估計可收回金額時，本集團估計資產所屬現金產生單位1及現金產生單位2之可收回金額，包括於可設定合理一致之基準時分配公司資產。各現金產生單位為本集團於相關地理位置之製造廠。現金產生單位1及現金產生單位2資產之賬面值分別為約1,990,600,000港元（2021年：2,642,500,000港元）及1,441,500,000港元（2021年：1,750,470,000港元）。

現金產生單位1

現金產生單位1之可收回金額乃基於使用價值算法釐定。有關算法採用基於本集團管理層批准之涵蓋其後5年之財務預算計算的現金流量預測，於2022年12月31日的稅前貼現率為15.38%（2021年：14.84%）。超過5年期（2021年：5年期）之現金流量乃採用增長率2%（2021年：2%）推算。增長率乃基於相關行業增長預測作出，並無高於相關行業的平均長期增長率。計算使用價值的其他主要假設為預算收入、毛利率及業務費用，乃基於現金產生單位之過往表現及管理層對市場發展之預期釐定。

23. IMPAIRMENT TESTING ON RIGHT-OF-USE ASSETS, PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS AND MINING RIGHTS

During the year ended 31 December 2022, the management of the Group reviewed that two cash-generating units of the Group, fertiliser business and metallurgical flux business segment (“CGU 1”) and magnesium product business segment (“CGU 2”) had underperformed and incurred losses due to the constraints to working capital and offshore debt restructuring of the Group during the year. In view of the economic performance of the CGU 1 and CGU 2 was not as previously expected, management of the Group concluded there was an indication for impairment and conducted impairment assessment on the right-of-use assets, property, plant and equipment, intangible assets and mining rights with carrying amounts of HK\$178,135,000 (2021: HK\$232,958,000), HK\$2,619,818,000 (2021: HK\$3,408,172,000), HK\$224,066,000 (2021: HK\$291,125,000) and HK\$424,720,000 (2021: HK\$460,715,000) respectively belonging to these CGUs.

The Group estimates the recoverable amounts of CGU1 and CGU2 to which the assets belong when it is not possible to estimate the recoverable amount individually, including allocation of corporate assets when reasonable and consistent basis can be established. Each cash-generating unit represents the Group’s manufacturing plant in respective geographical locations. The carrying amounts of assets of CGU1 and CGU 2 were approximately HK\$1,990,600,000 (2021: HK\$2,642,500,000) and HK\$1,441,500,000 (2021: HK\$1,750,470,000) respectively.

CGU 1

The recoverable amount of CGU1 has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate is 15.38% (2021: 14.84%) as at 31 December 2022. The cash flows beyond the five-year (2021: five-year) period are extrapolated using 2% (2021: 2%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculation are the budgeted revenue, gross margins and operating expenses, which are determined based on the cash-generating units’ past performance and management expectations for the market development.

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於2022年12月31日，現金產生單位1按使用價值計算的可收回金額約為1,990,600,000港元（2021年：2,642,500,000港元）。

基於減值評估結果，本集團管理層釐定，現金產生單位1之可收回金額低於賬面值。減值金額已分配至使用權資產、物業、廠房及設備以及無形資產，從而各類資產的賬面值不會削減至低於其公允值減出售成本、其使用價值及零之最高者。基於使用價值算法及有關分配，已就與該等資產相關之有關職能內使用權資產、物業、廠房及設備以及無形資產之賬面值分別確認減值虧損27,451,000港元（2021年：54,033,000港元）、277,553,000港元（2021年：520,377,000港元）及43,961,000港元（2021年：77,624,000港元）。

現金產生單位2

現金產生單位2之可收回金額乃基於使用價值算法釐定。有關算法採用基於本集團管理層批准之涵蓋其後5年之財務預算計算的現金流量預測，於2022年12月31日的稅前貼現率為14.41%（2021年：14.71%）。超過5年期（2021年：5年期）之現金流量乃採用增長率2%（2021年：2%）推算。計算使用價值的其他主要假設為預算收入、毛利率及業務費用，乃基於現金產生單位之過往表現及管理層對市場發展之預期釐定。

As at 31 December 2022, the recoverable amount of the CGU1 based on the value in use was approximately HK\$1,990,600,000 (2021: HK\$2,642,500,000).

Based on the results of the impairment assessment, management of the Group determined that the recoverable amount of the CGU1 is lower than the carrying amount. The impairment amount has been allocated to each category of right-of-use assets, property, plant and equipment and intangible assets such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost to disposal, its value in use and zero. Based on the value in use calculation and the allocation, impairment loss of HK\$27,451,000 (2021: HK\$54,033,000), HK\$277,553,000 (2021: HK\$520,377,000) and HK\$43,961,000 (2021: HK\$77,624,000) has been recognised against the carrying amount of right-of-use assets, property, plant and equipment and intangible assets respectively within the relevant functions to which these assets relate.

CGU 2

The recoverable amount of CGU2 has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate of 14.41% (2021: 14.71%) as at 31 December 2022. The cash flows beyond the five-year (2021: five-year) period are extrapolated using 2% (2021: 2%) growth rate. Other key assumptions for the value in use calculated are the budgeted revenue, gross margins and operating expenses, which are determined based on the cash-generating units' past performance and management expectations for the market development.

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於2022年12月31日，現金產生單位2按使用價值計算可收回金額約為1,441,500,000港元（2021年：1,750,500,000港元）。

基於評估結果，本集團管理層釐定，現金產生單位2之可收回金額低於賬面值。減值金額已分配至使用權資產、物業、廠房及設備以及具有有限使用年期的無形資產，從而各類資產的賬面值不會削減至低於其公允值減出售成本、其使用價值及零之最高者。基於使用價值算法及有關分配，已就與該等資產相關之有關職能內使用權資產、物業、廠房及設備以及無形資產之賬面值分別確認減值虧損1,957,000港元（2021年：5,182,000港元）、58,631,000港元（2021年：175,657,000港元）及942,000港元（2021年：2,738,000港元）。

由於公允值減出售成本高於賬面值，故採礦權的賬面值並無減少。採礦權採用白雲石及剩餘礦石儲量的市價，根據第二級層級按公允值計量。

As at 31 December 2022, the recoverable amount of the CGU2 based on the value in use was approximately HK\$1,441,500,000 (2021: HK\$1,750,500,000).

Based on the result of the assessment, management of the Group determined that the recoverable amount of the CGU2 is lower than the carrying amount. The impairment amount has been allocated to each category of right-of-use assets, property, plant and equipment and intangible assets with finite useful live such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost of disposal, its value in use and zero. Based on the value in use calculation and the allocation, impairment loss of HK\$1,957,000 (2021: HK\$5,182,000), HK\$58,631,000 (2021: HK\$175,657,000) and HK\$942,000 (2021: HK\$2,738,000) has been recognised against the carrying amount of right-of-use assets, property, plant and equipment and intangible assets respectively within the relevant functions to which these assets relate.

The carrying amount of mining rights has not been reduced since the fair value less cost to disposal is higher than the carrying amount. The mining rights were measured at fair value based on Level 2 hierarchy using the market price of dolomite and the remaining ore reserve.

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24. 主要附屬公司

(a) 於2022年及2021年12月31日，本集團的主要附屬公司之詳情如下：

24. PRINCIPAL SUBSIDIARIES

(a) Particulars of the Group's principal subsidiaries as at 31 December 2022 and 2021 are as follow:

名稱 Name	註冊成立地點及 法人實體類別 Place of incorporation and kind of legal entity	主要業務和營業地點 Principal activities and place of operation	已發行股份/ 繳足註冊股本之詳情 Particulars of issued share/ paid up registered capital	本公司持有的擁有權權益比例 Proportion of ownership interest held by the Company				持有的投票權比例 Proportion of voting power held	
				直接 Directly		間接 Indirectly		2022	2021
世紀中華科技有限公司 Century Sino Technology Limited	香港，有限責任公司 Hong Kong, limited liability company	於香港投資控股 Investment holdings in Hong Kong	1股普通股每股面值1.00港元 1 ordinary shares of HK\$1.00 each	-	-	100%	100%	100%	100%
世紀陽光生態科技有限公司 Century Sunshine Ecological Technology Limited	香港，有限責任公司 Hong Kong, limited liability company	於香港投資控股 Investment holdings in Hong Kong	1,000股普通股每股面值1.00港元 1,000 ordinary shares of HK\$1.00 each	-	-	100%	100%	100%	100%
江蘇湛藍科技開發有限公司 Jiangsu Azureblue Technology development Company Limited	中國，有限責任公司 The PRC, limited liability company	於中國製造及銷售肥料 Manufacturing and sale of fertilisers in the PRC	註冊及繳足股本人民幣 275,000,000元 Registered and paid up capital of RMB275,000,000	-	-	100%	100%	100%	100%
江蘇龍騰化工有限公司 Jiangsu Longteng Petrochemical Limited	中國，有限責任公司 The PRC, limited liability company	於中國進行蛇紋石加工、 開採及銷售 Processing, exploration and sales of serpentine in the PRC	註冊及繳足股本人民幣 30,676,330元 Registered and paid up capital of RMB30,676,330	-	-	100%	100%	100%	100%
龍翔企業有限公司 Long Xiang Enterprises Limited	英屬處女群島，有限責任 公司 British Virgin Islands, limited liability company	於香港投資控股 Investment holdings in Hong Kong	100股普通股每股面值1美元 100 ordinary shares of US\$1 each	100%	100%	-	-	100%	100%
麥頂融投資管理有限公司 Madrone Investment Management Limited	香港，有限責任公司 Hong Kong, limited liability company	於香港投資控股 Investment holdings in Hong Kong	1股普通股每股面值1.00港元 1 ordinary shares of HK\$1.00 each	-	-	100%	100%	100%	100%
Ming Xin Developments Limited	英屬處女群島，有限責任 公司 British Virgin Islands, limited liability company	於香港投資控股 Investment holdings in Hong Kong	100股普通股每股面值1.00美元 100 ordinary shares of US\$1.00 each	-	-	100%	100%	100%	100%

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名稱 Name	註冊成立地點及 法人實體類別 Place of incorporation and kind of legal entity	主要業務和營業地點 Principal activities and place of operation	已發行股份/ 繳足註冊股本之詳情 Particulars of issued share/ paid up registered capital	本公司持有的擁有權權益比例 Proportion of ownership interest held by the Company				持有的投票權比例 Proportion of voting power held	
				直接 Directly		間接 Indirectly			
				2022	2021	2022	2021	2022	2021
山東紅日化工股份有限公司 Shandong Hongri Chemical Joint Stock Company Limited	中國，有限責任公司 The PRC, limited liability company	於中國製造及銷售肥料 Manufacturing and sales of fertilisers in the PRC	註冊及繳足股本人民幣 260,000,000元 Registered and paid up capital of RMB260,000,000	-	-	70.02%	70.02%	70.02%	70.02%
連雲港綠滴肥料有限公司 連雲港綠滴肥料有限公司	中國，有限責任公司 The PRC limited liability company	於中國製造及銷售肥料 Manufacturing and sale of fertilisers in the PRC	註冊及繳足股本人民幣 30,000,000元 Registered and paid up capital of RMB30,000,000	-	-	100%	100%	100%	100%
江西天瑞豐收化工有限公司 江西天瑞豐收化工有限公司	中國，有限責任公司 The PRC limited liability company	於中國製造及銷售肥料 Manufacturing and sale of fertilisers in the PRC	已發行及繳足股本人民幣 500,000,000元 Issued and fully paid RMB500,000,000	-	-	100%	100%	100%	100%
稀鎂科技集團控股有限公司 (「稀鎂科技」) Rare Earth Magnesium Technology Group Holdings Limited ("REMT")	百慕達，有限責任公司 Bermuda, limited liability company	於百慕達從事投資控股 Investment holdings in Bermuda	每股0.10港元之已發行及繳足股本 6,574,390,058股 Issued and fully paid up capital of 6,574,390,058 of HK\$0.10 each	-	-	60.10%	72.31%	60.10%	72.31%
新疆騰翔鎂製品有限公司 Xinjiang Tengxiang Magnesium Products Company Limited	中國，有限責任公司 The PRC, limited liability company	於中國製造及銷售金屬鎂相關 產品 Manufacturing and sales of magnesium-related products in the PRC	註冊及繳足股本人民幣 171,800,000元 Registered and paid up capital of RMB171,800,000	-	-	60.10%	72.31%	60.10%	72.31%
白山市天安金屬鎂礦業有限 公司 Baishan City Tianan Magnesium Resources Company Limited	中國，有限責任公司 The PRC, limited liability company	於中國製造及銷售金屬鎂相關 產品 Manufacturing and sale of magnesium-related products	註冊及繳足股本人民幣 280,332,000元 Registered and paid up capital of RMB280,332,000	-	-	60.10%	72.31%	60.10%	72.31%

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上表載列董事認為對年度業績有重大影響或構成本集團資產淨值重大部分的本公司主要附屬公司。董事認為詳列其他附屬公司的資料會使篇幅過於冗長。

The above table lists the principal subsidiaries of the Company which, in the opinion of the directors, affected the results for the year materially or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries, in the opinion of the directors, would result in particulars of excessive length.

(b) 擁有重大非控股權益的非全資附屬公司詳情

(b) Detail of non-wholly owned subsidiaries that have material non-controlling interests

公司名稱 Name of company	註冊成立、註冊及營業地點 Place of incorporation and operation	非控股權益持有之 所有權權益及投票權比例 Proportion of ownership interests and voting rights held by non-controlling interests		分配予非控股權益之 虧損 Loss allocated to non-controlling interests		累計非控股權益 Accumulated non-controlling interests	
		2022	2021	2022	2021	2022	2021
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
稀鎂科技 REMT	百慕達 Bermuda	39.90%	27.69%	560	(91,898)	437,285	329,218
擁有非控股權益 的個別不重大 附屬公司 Individual immaterial subsidiaries with non-controlling interest						(643,045)	(213,282)
						(205,760)	115,936

以下為擁有重大非控股權益之本集團附屬公司的財務資料概要。以下財務資料概要乃指集團內公司間對銷前金額。

Summarised financial information in respect of each of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

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稀鎂科技

REMT

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
流動資產	Current assets	427,700	610,149
非流動資產	Non-current assets	1,445,474	1,750,470
流動負債	Current liabilities	(172,754)	(1,093,664)
非流動負債	Non-current liabilities	(604,468)	(78,013)
本公司擁有人應佔權益	Equity attributable to owners of the Company	658,667	859,724
非控股權益	Non-controlling interests	437,285	329,218
<hr/>			
		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
收入	Revenue	383,899	416,060
開支	Expenses	(382,495)	(747,943)
年內收益／(虧損)	Profit/(Loss) for the year	1,404	(331,883)
本公司擁有人應佔收益／(虧損)	Profit/(Loss) attribute to owners of the Company	844	(239,985)
非控股權益應佔收益／(虧損)	Profit/(Loss) attribute to non-controlling interests	560	(91,898)
年內收益／(虧損)	Profit/(Loss) for the year	1,404	(331,883)
<hr/>			
本公司擁有人應佔全面(虧損)／收益總額	Total comprehensive (loss)/income attributable to owners of the Company	(95,673)	(191,775)
非控股權益應佔全面(虧損)／收益總額	Total comprehensive (loss)/income attributable to non-controlling interests	(63,516)	(73,437)
年內全面(虧損)／收益總額	Total comprehensive (loss)/income for the year	(159,189)	(265,212)
<hr/>			
經營活動所得現金流量淨額	Net cash flows generated from operating activities	28,082	106,699
投資活動所用現金流量淨額	Net cash flows used in investing activities	(1,420)	(105,823)
融資活動所用現金流量淨額	Net cash flows used in financing activities	(21,978)	(15,062)
現金流入／(流出)淨額	Net cash inflow/(outflow)	4,684	(14,186)

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25. 按公允值計入損益之股本工具

25. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
上市投資	Listed investments		
– 澳洲之上市股本證券， 按公允值(附註)	– Listed equity securities in Australia, at fair value (note)	1,690	3,906

附註：

該款項指本集團於澳洲之上市證券投資。本集團持有FinTech Chain Limited 13,913,373股股份(2021年：13,913,373股股份)。

上市股本證券投資之公允值乃參考活躍市場之買入價而釐定。

note:

The amount represents the Group's investment in listed securities in Australia. The Group held 13,913,373 shares (2021: 13,913,373 shares) of FinTech Chain Limited.

Fair values of the investments in listed equity securities are determined by reference to bid prices quoted in active markets.

26. 存貨

26. INVENTORIES

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
原料	Raw materials	126,224	190,507
在製品	Work in progress	323	1,766
製成品	Finished goods	96,614	165,653
		223,161	357,926

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27. 貿易應收款項及應收票據

27. TRADE AND BILLS RECEIVABLES

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
貿易應收款項(附註i)	Trade receivables (note i)	577,964	742,090
預期信貸虧損撥備	Allowance for expected credit losses	(523,060)	(352,620)
		54,904	389,470
應收票據(附註ii)	Bills receivables (note ii)	702	854
		55,606	390,324

附註：

(i) 本集團給予貿易客戶之信貸期一般不超過180日(2021年：不超過180日)。

(ii) 所有應收票據均以人民幣計值。

note:

(i) The Group allows a credit period normally not more than 180 days (2021: not more than 180 days) to its trade customers.

(ii) All the bills receivables were denominated in RMB.

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本集團貿易應收款項(扣除預期信貸虧損撥備)之賬齡分析(按發票日期呈列)如下:

The ageing analysis of the trade receivables of the Group presented based on the invoice date and net of allowance for expected credit losses was as follows:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
60日以內	Within 60 days	10,286	27,895
61至90日	61 to 90 days	5,523	41,491
91至180日	91 to 180 days	39,095	320,084
		54,904	389,470

就貿易應收款項之信貸虧損撥備變動如下:

The movements of allowance for credit losses of trade receivables are as follows:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
於1月1日	As at 1 January	352,620	172,620
已確認預期信貸虧損撥備	Allowance for expected credit losses recognised	203,880	282,707
撥回預期信貸虧損撥備	Reversal of allowance for expected credit losses	(175)	(109,375)
匯兌調整	Exchange alignment	(33,265)	6,668
於12月31日	As at 31 December	523,060	352,620

計入截至2022年12月31日止年度貿易應收款項的預期信貸虧損撥備為個別經減值貿易應收款項之撥備約162,443,000港元(2021年:159,485,000港元)。個別經減值貿易應收款項與客戶拖欠或遲繳款項有關,預期僅可收回此等應收賬款之一部分。

Included in the allowance for expected credit losses of trade receivables for the year ended 31 December 2022 is a provision for individually impaired trade receivables of approximately HK\$162,443,000 (2021: HK\$159,485,000). The individually impaired trade receivables relate to customers that were in default or delinquency in payments and only a portion of the receivables is expected to be recovered.

截至2022年及2021年12月31日止年度的應收貿易及票據減值評估詳情載於綜合財務報表附註5。

Details of impairment assessment of trade and bills receivables for the years ended 31 December 2022 and 2021 are set out in Note 5 to the consolidated financial statements.

財務報表附註

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28. 預付款項、按金及其他應收款項

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
其他應收款項(附註i)	Other receivables (note i)	29,961	26,549
預付款項(附註ii)	Prepayments (note ii)	267,205	336,861
按金(附註iii)	Deposits (note iii)	30,567	33,315
		327,733	396,725
預期信貸虧損撥備	Allowance for expected credit loss	(31,686)	(1,089)
		296,047	395,636

附註：

notes:

- (i) 其他應收款項主要包括中國的可收回增值稅約12,719,000港元(2021年: 15,437,000港元)。
- (ii) 於2022年12月31日, 預付款項主要包括存貨之預付款項約223,240,000港元(2021年: 266,560,000港元)。
- (iii) 於2022年12月31日, 按金內主要包括支付給供應商作妥善履約保證用途之可退回貿易按金約30,115,000港元(2021年: 30,422,000港元)。

- (i) Other receivables mainly comprise of value-added tax recoverable in the PRC of approximately HK\$12,719,000 (2021: HK\$15,437,000).
- (ii) As at 31 December 2022, prepayment mainly comprise of prepayment for inventory of approximately HK\$223,240,000 (2021: HK\$266,560,000).
- (iii) As at 31 December 2022, included in the deposits mainly represented the refundable trade deposits of approximately HK\$30,115,000 (2021: HK\$30,422,000) which were paid to suppliers for due performance.

就按金及其他應收款項之信貸虧損撥備變動如下：

The movements of allowance for credit losses on deposit and other receivables are as follows:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
於1月1日	As at 1 January	1,089	1,291
已確認信貸虧損撥備	Allowance for credit losses recognised	31,717	636
撥回信貸虧損撥備	Reversal of allowance for credit losses	(4)	(857)
匯兌調整	Exchange alignment	(1,116)	19
於12月31日	As at 31 December	31,686	1,089

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29. 已抵押銀行存款及銀行及現金結餘

於2022年12月31日，銀行定期存款約為9,698,000港元（2021年：10,490,000港元），其以人民幣計值，固定年利率為2.1厘（2021年：2.1厘）。

於2022年12月31日之銀行存款約9,767,000港元（2021年：10,564,000港元）已作為應付票據（附註30）及借貸（附註33）之抵押。

於報告期末，銀行及現金結餘包括以下項目：

29. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

As at 31 December 2022, fixed deposits with banks were approximately HK\$9,698,000 (2021: HK\$10,490,000), which were denominated in RMB and carried a fixed interest rate of 2.1% (2021: 2.1%) per annum.

As at 31 December 2022, deposits with banks of approximately HK\$9,767,000 (2021: HK\$10,564,000), have been pledged to bills payables (Note 30) and secure borrowings (Note 33).

At the end of the reporting period, bank and cash balances comprise of the followings:

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
於流動資產的銀行及現金結餘：	Bank and cash balances under current assets:		
已抵押銀行存款及銀行現金	Pledged bank deposit and cash at bank	9,767	10,564
銀行現金及手頭現金	Cash at bank and on hand	76,602	101,964
總計	Total	86,369	112,528
減：已抵押為借貸及應付票據擔保之已抵押銀行存款	Less: Pledged deposits with bank pledged as security for borrowings and bills payables	(9,767)	(10,564)
現金及等同現金項目	Cash and cash equivalents	76,602	101,964

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銀行及現金結餘，及已抵押銀行存款按以下貨幣計值：

Bank and cash balances, and pledged bank deposits were denominated in the following currencies:

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
人民幣	RMB	84,539	109,122
港元	HK\$	1,812	3,387
其他	Others	18	19
		86,369	112,528

以人民幣計值之銀行及現金結餘匯出中國須受中國政府實施的外匯管制所規限。

The remittance of bank and cash balances denominated in RMB out of the PRC is subject to the foreign exchange control restrictions imposed by the government of the PRC.

30. 貿易應付款項及應付票據

30. TRADE AND BILLS PAYABLES

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
貿易應付款項	Trade payables	91,494	144,130
應付票據	Bills payables	33,908	36,677
		125,402	180,807

於12月31日，本集團貿易應付款項之賬齡分析(按發票日期呈列)如下：

As at 31 December, the ageing analysis of trade payables of the Group presented based on the invoice date was as follows:

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
30日以內	Within 30 days	3,885	10,556
31至60日	31 to 60 days	2,392	7,408
61至90日	61 to 90 days	571	1,906
超過90日	Over 90 days	84,646	124,260
		91,494	144,130

採購貨品之平均信貸期為60日至90日(2021年：60日至90日)。本集團設有財務風險管理政策，以確保所有應付款項於信貸期內償付。

The average credit period on purchases of goods is 60 to 90 days (2021: 60 to 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

應付票據由質押銀行存款抵押(附註29)。

Bills payable was secured by pledged bank deposits (Notes 29).

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31. 應計費用、其他應付款項及合約負債

31. ACCRUALS, OTHER PAYABLES AND CONTRACT LIABILITIES

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
應計費用及其他應付款項(附註i)	Accruals and other payables (note i)	660,975	629,087
衍生金融負債(附註ii)	Derivative financial liabilities (note ii)	-	18
財務擔保負債(附註iii)	Financial guarantee liabilities (note iii)	42,089	4,669
		703,064	633,774
合約負債(附註iv)	Contract liabilities (note iv)	154,553	220,318
		857,617	854,092
即期	Current	834,727	805,303
非即期	Non-current	22,890	48,789
		857,617	854,092

附註：

- (i) 於2022年12月31日，應計款項及其他應付款項主要包括收購物業、廠房及設備之應付款項及相關成本約103,022,000港元（2021年：205,064,000港元）、其他應付稅項約21,437,000港元（2021年：21,460,000港元）及應付銀行利息約388,617,000港元（2021年：288,726,000港元）。

於稀鎂科技債權人計劃于2022年5月31日生效時，有關尚未結清應計款項及其他應付款項約77,203,000港元已根據稀鎂科技債權人計劃悉數清償。

notes:

- (i) As at 31 December 2022, accruals and other payables mainly comprised of payable for acquisition of property, plant and equipment and the related cost of approximately HK\$103,022,000 (2021: HK\$205,064,000), other tax payable of approximately of HK\$21,437,000 (2021: HK\$21,460,000) and bank interest payable approximately HK\$388,617,000 (2021: HK\$288,726,000).

Upon the REMT Creditors' Scheme becoming effective on 31 May 2022, the relevant outstanding accruals and other payable in the amount of approximately HK\$77,203,000 were fully discharged pursuant to the REMT Creditors' Scheme.

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- (ii) 截至2021年12月31日止年度，本集團因授出認購期權而確認衍生金融負債。更多詳情請參閱日期為2019年12月13日之公佈。此購股權已於2022年12月23日到期及失效。衍生金融負債之變動如下：

- (ii) During the year ended 31 December 2021, the Group recognised derivative financial liabilities due to the grant of call option. For detail, refer to the announcement dated 13 December 2019. The call option matured and lapsed on 23 December 2022. The movement of derivative financial liabilities is as follows:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
於1月1日	As at 1 January	18	11,923
公允價值收益	Fair value gain	-	(11,905)
到期失效收益	Gain on lapsed upon maturity	18	-
<hr/>			
於12月31日	As at 31 December	-	18

- (iii) 於2022年12月31日，山東紅日就一名獨立第三方（2021年：一名獨立第三方）所獲授信貸款融資向一間銀行（2021年：一間銀行）簽立財務擔保約人民幣141,000,000元（2021年：人民幣141,000,000元）。若被要求全面履行擔保，須予以支付。

- (iii) As at 31 December 2022, the Shandong Hongri has executed financial guarantees to a bank (2021: a bank) for credit facilities granted to an independent third party (2021: an independent third parties), for approximately RMB141,000,000 (2021: RMB141,000,000) which would be required to be paid if the guarantees were called upon in entirety.

於2022年12月31日，該等公司擔保之預期信貸虧損撥備約為42,089,000港元（2021年：4,669,000港元）。

As at 31 December 2022, the allowance for expected credit loss in respect of these corporate guarantees was approximately HK\$42,089,000 (2021: HK\$4,669,000).

有關公司擔保之更多詳情，請參閱日期為2016年9月27日之公佈及綜合財務報表附註45(c)。

For more detail of the corporate guarantees, please refer to announcement date 27 September 2016 and Note 45(c) to the consolidated financial statements.

- (iv) 合約負債之變動如下：

- (iv) The movements of contract liabilities is as follows:

		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
於1月1日	As at 1 January	220,318	337,126
計入年初合約負債結餘之已確認收入	Revenue recognised that was included in the contract liabilities balance at the beginning of the year	(121,799)	(337,126)
年內收取按金導致之合約負債增加	Increase in contract liabilities as a result of receiving deposits during the year	71,014	219,522
匯兌調整	Exchange realignment	(14,980)	796
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於12月31日	As at 31 December	154,553	220,318

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32. 租賃負債

32. LEASE LIABILITIES

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
應付租賃負債：	Lease liabilities payable:		
一年以內	Within one year	963	391
一年以上但不超過兩年	More than one year but not later than two years	884	368
兩年以上但不超過五年	More than two years but not later than five years	1,429	1,399
五年以上	Over five years	3,226	4,056
		6,502	6,214
減少：列作流動負債於十二個月內到期結算之款項	Less: Amount due for settlement within 12 months shown under current liabilities	(963)	(391)
列作非流動負債於十二個月後到期結算之款項	Amount due for settlement after 12 months shown under non-current liabilities	5,539	5,823

租賃負債所應用之加權平均增量借款利率介乎6.93%至7.05% (2021年：6.93%至7.03%)。

The weighted average incremental borrowing rates applied to lease liabilities range from 6.93% to 7.05% (2021: from 6.93% to 7.03%).

按除功能貨幣以外之貨幣計值之租賃責任載列如下：

Lease obligations that are denominated in currencies other than the functional currencies are set out below:

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
人民幣	RMB	5,384	6,214

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33. 借貸

33. BORROWINGS

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
銀行借貸	Bank borrowings	813,189	938,031
其他借貸(附註ii)	Other borrowings (note ii)	551,721	623,622
上市後償票據(附註iii)	Listed subordinated notes (note iii)	590,781	584,421
		1,955,691	2,146,074
不包括按要求應付條款且於下列 期間應付之借款之賬面值 (附註v):	Carrying amounts of borrowings that do not contain repayable on demand clause and repayable (note v):		
一年內	Within one year	1,516,357	1,898,376
二年以上但不超過五年期間內 (附註(i)(d))	Within a period of more than two years but not exceeding five years (note (i)(d))	205,512	-
小計	Sub-total	1,721,869	1,898,376
包括按要求應付條款且於下列期 間應付之借款之賬面值 (附註v):	Carrying amounts of borrowings that contain a repayment on demand clause and repayable (note v):		
一年內	Within one year	233,822	247,698
小計	Sub-total	233,822	247,698
		1,955,691	2,146,074
減: 列作非流動負債之款項	Less: Amounts shown under non-current liabilities	(205,512)	-
列作流動負債之款項 由於貸款違約或違反借貸契諾按 要求應付銀行借貸之賬面值 (列作流動負債)(附註vi)	Amounts shown under current liabilities Carrying amounts of bank loans that are repayable on demand that have loan defaults or breach of loan covenants (shown under current liabilities) (note vi)	1,750,179	2,146,074
		(1,734,391)	(1,995,673)
就無貸款違約或違反貸款契諾之 借貸列作流動負債之款項	Amounts shown under current liabilities for the borrowings without loan defaults or breach of loan covenants	15,788	150,401
借貸:	Borrowings:		
有抵押(附註i)	Secured (note i)	837,078	964,672
無抵押(附註iii及iv)	Unsecured (notes iii & iv)	1,118,613	1,181,402
		1,955,691	2,146,074

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借貸按以下貨幣計值：

Borrowings were denominated in the following currencies:

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
人民幣	RMB	749,532	851,588
港元	HK\$	572,959	512,102
美元	US\$	42,419	197,963
新加坡元	SGD	590,781	584,421
		1,955,691	2,146,074

本集團借貸的實際利率（亦相等於合約利率）範圍如下：

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		截至 2022年12月31日 止年度 Year ended 31 December 2022	截至 2021年12月31日 止年度 Year ended 31 December 2021
實際利率：	Effective interest rate:		
固定利率借貸	Fixed-rate borrowings	4.5% to 24%	4.5% to 24%
		4.5%至24%	4.5%至24%
可變利率借貸	Variable-rate borrowings	2.65% to 5.5%	2.65% to 5.5%
		2.65%至5.5%	2.65%至5.5%

附註：

notes:

- (i) 於2022年12月31日，有抵押借貸主要以本集團之物業、廠房及設備、使用權資產及銀行存款作抵押，金額分別約592,049,000港元、108,768,000港元及9,767,000港元（2021年：777,479,000港元、184,353,000港元及10,490,000港元），以及以同系附屬公司間的公司擔保作擔保。

- (i) As at 31 December 2022, the secured borrowings were mainly secured by property, plant and equipment, right of use assets and deposits with banks of the Group amounting to approximately HK\$592,049,000, HK\$108,768,000 and HK\$9,767,000 (2021: HK\$777,479,000, HK\$184,353,000 and HK\$10,490,000) respectively and corporate guarantees between the fellow subsidiaries.

在稀鎂科技債權人計劃於2022年5月31日生效時，本金額約22,785,000港元及277,634,000港元的稀鎂科技集團若干銀行借貸及其他借貸已根據稀鎂科技債權人計劃清償。

Upon the REMT Creditors' Scheme becoming effective on 31 May 2022, certain bank borrowing of REMT Group and other borrowing in the principal amount of approximately HK\$22,785,000 and HK\$277,634,000 were discharged pursuant to the REMT Creditors' Schemes.

於2022年12月31日，本集團根據稀鎂科技債權人計劃承擔借款公允值約198,594,000港元，五年內到期。進一步詳情載於稀鎂科技日期為2022年5月3日及2022年7月27日的公佈。

As at 31 December 2022, the Group had borrowings assumed pursuant to the REMT Creditors' Scheme in the fair value of approximately HK\$198,594,000 with a maturity of 5 years. Further details were set out in the REMT's announcements dated 3 May 2022 and 27 July 2022.

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- (ii) 於2022年12月31日，計入其他借貸的為 (a)國際金融公司貸款約42,419,000港元 (2021年：42,359,000港元)、(b)貸款約56,314,000港元 (2021年：57,183,000港元)、(c)若干債券約247,476,000港元 (2021年：524,080,000港元)及(d)稀鎂科技債權人計劃5年期貸款約205,512,000港元 (2021年：零港元)。
- (a) 根據一項由本公司之非全資附屬公司與國際金融公司(「國際金融公司」)訂立的貸款協議，國際金融公司已向該附屬公司授出27,000,000美元之貸款。該貸款按可變利率介乎4.99厘至5.04厘計息，且到期金額按貸款協議所載的預期還款日期計算。來自國際金融公司之貸款以下列各項作抵押：(i)本公司作出之企業擔保；(ii)質押由冠華國際有限公司(「冠華」，為主要股東)擁有之本公司股份。於2022年12月31日，549,280,000股股份(約佔本公司於2015年6月30日已發行股本約12%)已由冠華質押給國際金融公司作為所授出貸款的擔保；及(iii)銀行存款約9,698,000港元(2021年：10,490,000港元)。此外，本公司董事兼控股股東池文富先生(透過其於冠華之權益)向國際金融公司承諾維持其於本公司之最低持股量。本集團及附屬公司遵守若干契約，其中包括貸款協議訂明之若干財務契約。
- (b) 此包含根據於2018年12月6日訂立的貸款協議，本公司獲授40,000,000港元的融資。除非提早贖回，貸款之原到期日為2020年7月31日，並曾展期至2021年7月31日。此貸款因違反貸款協議的若干契約，已構成違約。此貸款按違約年利率9厘計息。
- (c) 此包含前可轉換債券約108,576,000港元，因本公司違反文據中若干條款，於其於2020年7月21日成為按要求應付，重新分類至其他借貸並按違約年利率24厘計息。
- (ii) As at 31 December 2022, included in other borrowings was (a) IFC loan of approximately HK\$42,419,000 (2021: HK\$42,359,000), (b) loans of approximately HK\$56,314,000 (2021: HK\$57,183,000), (c) several bonds of approximately HK\$247,476,000 (2021: HK\$524,080,000) and (d) REMT Creditor's Scheme 5 years term loans of HK\$205,512,000 (2021: HK\$ Nil).
- (a) Pursuant to a loan agreement entered into by a non-wholly owned subsidiary of the Company and International Finance Corporation ("IFC"), IFC had granted a loan of US\$27,000,000 to the subsidiary. The loan bears interest at variable interest rate from 4.99% to 5.04% and the amounts due are based on the scheduled repayment dates set out in the loan agreements. The loan from IFC was secured by (i) corporate guarantee given by the Company; (ii) pledges of shares in the Company as owned by Alpha Sino International Limited ("Alpha Sino"), the substantial shareholder. As at 31 December 2022, 549,280,000 shares, representing approximately 12% of the issued share capital of the Company as at 30 June 2015, has been pledged by Alpha Sino to IFC as security for the loan granted; and (iii) deposits with banks of approximately HK\$9,698,000 (2021: HK\$10,490,000). In addition, Mr. Chi Wen Fu, a director and controlling shareholder of the Company (through his interest in Alpha Sino), has given an undertaking to IFC to maintain a minimum level of shareholding in the Company. The Group and the subsidiary had to comply with certain covenants, including, among other things, certain financial covenants, under the loan arrangement.
- (b) These include a loan agreement entered on 6 December 2018, the Company was granted HK\$40,000,000 facilities. The original maturity date of the loan was 31 July 2020 and had been extended to 31 July 2021 unless early redeemed. The loan was defaulted upon the breach of certain covenants of the loan agreement. The loan carried at a default interest rate of 9% per annum.
- (c) These include a former exchangeable bonds of approximately HK\$108,576,000 become repayable on demand on 21 July 2020 due to breach of certain terms in the instruments by the Company, and were reclassified to other borrowings and carried at a default interest rate of 24% per annum.

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- (d) 2022年5月31日，稀鎂科技債權人計劃生效。於2022年5月31日，稀鎂科技債權人計劃項下借貸之公允價值約198,594,000港元獲延期五年。截至2022年12月31日止年度，該等根據稀鎂科技債權人計劃之借貸確認估算利息約6,918,000港元。於2022年12月31日，獲延長五年的稀鎂科技債權人計劃項下的借款約為205,512,000港元。
- (d) On 31 May 2022, the REMT Creditors' Scheme became effective. The fair value of the borrowings under the REMT Creditors' Scheme of approximately HK\$198,594,000 as at 31 May 2022 were extended for a period of five years. During the year ended 31 December 2022, this borrowings under the REMT Creditors' Scheme recognised the imputed interest of approximately HK\$6,918,000. As at 31 December 2022, the borrowings under the REMT Creditors' Scheme which extended for a period of five years was approximately HK\$205,512,000.
- (iii) 此指本公司於2017年6月5日發行之面值為101,750,000新加坡元之7.0厘後償票據（屬多種幣值中期票據計劃項下）之賬面值。該等票據於新加坡交易所上市，並已於2020年7月3日到期及違約。
- (iii) This represents the carrying amount of the 7.0% subordinated notes with the face value of SGD101.75 million (under the Multicurrency Medium Term Note Programme) issued by the Company on 5 June 2017. The notes are listed on the Singapore Stock Exchange and was matured and defaulted on 3 July 2020.
- (iv) 計入無抵押借貸的約43,663,000港元（2021年：43,663,000港元）指於2022年12月31日以本公司所提供公司擔保作擔保的銀行貸款。
- (iv) Included in unsecured borrowings, approximately HK\$43,663,000 (2021: HK\$43,663,000) represents bank loans guaranteed by the corporate guarantee of the Company as at 31 December 2022.
- (v) 到期金額按貸款協議所載之計劃還款日期計算。
- (v) The amounts due are based on scheduled repayment dates set out in the loan agreements.
- (vi) 本集團若干銀行融資及其他借貸須履行常存在於借貸安排中的契諾。於2020年7月3日，附註(iii)所述的上市後償票據已屆滿且違約。因此，於2022年12月31日，本集團不能履行合共金額1,734,391,000港元（2021年：1,995,673,000港元）之若干借貸之契諾，構成付款或貸款契諾違約。截至本年報日期，上述借貸尚未續期或償還。
- (vi) Certain of the Group's banking facilities and other borrowings were subject to the fulfillment of covenants as are commonly found in lending arrangements. On 3 July 2020, the listed subordinated notes described in note (iii) was matured and defaulted. As a result, as at 31 December 2022, the Group could not fulfill covenants on certain borrowings with an aggregate amount of HK\$1,734,391,000 (2021: HK\$1,995,673,000) that constituted into default of repayment or loan covenants. As at the date of this annual report, the aforesaid borrowings were not yet renewed nor repaid.

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於2022年12月31日，銀行借貸及其他借貸之加權平均實際利率為約9.23厘（2021年：9.86厘）。

於2022年12月31日，借貸之賬面值與其公允值1,955,691,000港元（2021年：2,146,074,000港元）相若。

The weighted average effective interest rate of bank borrowing and other borrowings as at 31 December 2022 was approximately 9.23% (2021: 9.86%).

As at 31 December 2022, the carrying amount of borrowing approximately equal to its fair value were HK\$1,955,691,000 (2021: HK\$2,146,074,000).

34. 一間上市附屬公司發行的可換股債券

於2022年8月5日，稀鎂科技已根據債權人計劃條款向外部債權人發行零票息可換股債券（「稀鎂科技可換股債券」），本金總額為11,313,000港元。

稀鎂科技可換股債券賦予債券持有人權利，可按轉換價1.2港元轉換為稀鎂科技股份。稀鎂科技可換股債券的到期日為自發行之日起計5年。於到期日前的任何時間均可轉換稀鎂科技可換股債券。除非提早贖回或轉換，否則稀鎂科技應於到期日贖回稀鎂科技可換股債券，贖回金額應等於未贖回或轉換債券本金金額的100%稀鎂科技可全權酌情贖回部分或全部未贖回或轉換的稀鎂科技可換股債券，而毋須債券持有人同意，贖回金額為到期日之前任何時候將贖回的未贖回或轉換稀鎂科技可換股債券的本金額（「發行人贖回選擇權」）。

34. CONVERTIBLE BONDS ISSUED BY A LISTED SUBSIDIARY

On 5 August 2022, the REMT has issued zero coupon convertible bonds (“REMT Convertible Bonds”) with aggregate principal amount of HK\$11,313,000 to external creditors, pursuant to the terms of the REMT Creditors’ Scheme.

The REMT Convertible Bonds entitle the bondholder to convert to REMT shares at a conversion price of HK\$1.2. The maturity date of the REMT Convertible Bonds is 5 years from the date of issue. Conversion may occur at any time before maturity date of the REMT Convertible Bonds. Unless previously redeemed or converted, REMT shall redeem the REMT Convertible Bonds on the maturity date at the redemption amount which shall be equal to 100% of the principal amount thereof outstanding. REMT may in its absolute discretion, without requiring the consent of the Bondholders, redeem the whole or part of the outstanding REMT Convertible Bonds at the principal amount of the outstanding REMT Convertible Bonds to be redeemed at any time prior to the maturity date (the “Issuer Redemption Options”).

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於初步確認時，稀鎂科技可換股債券將分為負債部分及代表稀鎂科技可換股債券轉換權的權益部分。負債部分及權益轉換部分的公允值乃於發行日期釐定。負債部分的公平值乃使用類似不可轉換工具的現行市場利率估計，並參考獨立專業合資格估值師進行的專業估值得出。代表權益轉換部分價值的餘下金額呈報為非控股權益。發行人贖回選擇權被視為與主體債務密切相關，不與主體合約分離。

負債部分使用實際利率法於稀鎂科技可換股債券的期限內攤銷。稀鎂科技可換股債券的負債部分於初步確認時的實際利率為每年8.47%，其後按攤銷成本列賬。

本集團金融工具的賬面值及公平值與公平值合理相若。

At initial recognition, the REMT Convertible Bonds were separated into a liability component and an equity component representing the conversion options of the REMT Convertible Bonds. The fair values of the liability component and the equity conversion component were determined at the issuance date. The fair value of the liability component was estimated using the prevailing market interest rate for similar non-convertible instruments, which is referenced to professional valuation conducted by an independent professionally qualified valuer. The residual amount, representing the value of the equity conversion component, has been reported as non-controlling interests. The Issuer Redemption Options are considered as closely related to the host debt and we not separated from the host contract.

The liability component was amortised over the term of the REMT Convertible Bonds with the effective interest method. The effective interest rate of the liability component of the REMT Convertible Bonds on initial recognition is 8.47% per annum and is subsequently carried at amortised cost.

The carrying amounts and fair values of the Group's financial instruments reasonably approximate to fair values.

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於報告期末確認的稀鎂科技可換股債券計算如下：

The REMT Convertible Bonds recognised at the end of the reporting period are calculated as follow:

		千港元 HK\$'000
稀鎂科技可換股債券的公允值	Fair value of the REMT Convertible Bonds	8,692
非控股權益	Non-controlling interests	(1,049)
於發行日期的負債部分	Liability component at the issuance date	7,643
利息開支	Interest expenses	256
於2022年12月31日的負債部分	Liability component at 31 December 2022	7,899

35. 遞延收入

35. DEFERRED REVENUE

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
與資產相關之政府撥款	Government grants received related to assets	69,354	75,018

為促進鎂行業之發展，白山市天安金屬鎂礦業有限公司於2012年與當地政府訂立一份協議。根據該協議，當地政府同意向白山市天安金屬鎂礦業有限公司提供財務資助（「資助」）以改善其生產科技及提高物業、廠房及設備的產能。

In order to encourage the development of magnesium industry, Baishan City Tianan Magnesium Resources Co., Limited entered into an agreement with the local government in 2012. Pursuant to the agreement, the local government agree to provide financial assistance (the "Assistance") to Baishan City Tianan Magnesium Resources Company Limited to improve their production technology and enhance the capacity of the property, plant and equipment.

截至2022年及2021年12月31日止年度，本集團未曾收取任何資助，而截至2022年及2021年12月31日止年度並無確認其他收入。於2022年及2021年12月31日之間的賬面值變動乃由於匯率差額導致。

During the year ended 31 December 2022 and 2021, the Group has not received any Assistance and there were no other income was recognised for the years ended 31 December 2022 and 2021. The changes between the carrying amount as at 31 December 2022 and 2021 are arised from exchange difference.

所收或成為應收之資助，初始確認為遞延收入及其後以扣減折舊費開支，按該須予折舊資產可用年期於損益賬確認。

The Assistance received or which becomes receivables is initially recognised as deferred revenue and subsequently recognised in profit or loss over the life of a depreciable asset by way of as a reduced depreciation charge expense.

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36. 遞延稅項負債

年內於綜合財務狀況表確認之遞延稅項結餘的組成部分及其變動如下：

遞延稅項負債

		採礦權	使用權資產	物業、廠房及設備	無形資產	一間上市附屬公司發行的可換股債券	總計
		Mining rights	Right-of-use assets	Property, plant and equipment	Intangible asset	Convertible bonds issued by a listed subsidiary	Total
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於2021年1月1日	As at 1 January 2021	87,742	14,267	4,692	83,581	-	190,282
扣除自綜合損益表(附註12)	Credited to the consolidated statement of profit or loss (Note 12)	(495)	(503)	(166)	(19,406)	-	(20,570)
匯兌調整	Exchange alignment	2,644	342	113	2,255	-	5,354
於2021年12月31日及2022年1月1日	As at 31 December 2021 and 1 January 2022	89,891	14,106	4,639	66,430	-	175,066
一間附屬公司發行的可換股債券	Issue of convertible bond by a subsidiary	-	-	-	-	169	169
計入綜合損益表(附註12)	Credited to the consolidated statement of profit or loss (Note 12)	(302)	3,786	(4,433)	(10,990)	-	(11,939)
匯兌調整	Exchange alignment	(6,194)	(1,771)	(206)	(4,658)	-	(12,829)
於2022年12月31日	As at 31 December 2022	83,395	16,121	-	50,782	169	150,467

36. DEFERRED TAX LIABILITIES

The components of deferred tax balances recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred Tax Liabilities

37. 本公司股本

37. SHARE CAPITAL OF THE COMPANY

		股份數目	股本
		Number of shares	Share capital
		千股	千港元
		'000	HK\$'000
法定：	Authorised:		
於2021年1月1日、2021年12月31日、2022年1月1日及2022年12月31日	Ordinary shares of HK\$0.02 each as at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	10,000,000	200,000
每股面值0.02港元之普通股			
已發行及繳足：	Issued and fully paid:		
於2021年1月1日、2021年12月31日、2022年1月1日及2022年12月31日	As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	4,581,117	101,419

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38. 本公司財務狀況表及儲備

(a) 財務狀況表

於12月31日

38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) Statement of Financial Position

As at 31 December

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	-	23
於附屬公司之投資	Investments in subsidiaries	2,108	2,108
		2,108	2,131
流動資產	Current assets		
其他應收款項、預付款項 及按金	Other receivables, prepayments and deposits	2,028	2,096
應收附屬公司款項	Amounts due from subsidiaries	1,266,456	1,712,591
銀行及現金結餘	Bank and cash balances	44	98
		1,268,528	1,714,785
流動負債	Current liabilities		
其他應付款項	Other payables	332,746	215,509
應付所得稅	Income tax payable	2,974	2,974
借貸	Borrowings	878,251	871,891
		1,213,971	1,090,374
流動資產淨值	Net current assets	54,557	624,411
資產淨值	Net assets	56,665	626,542
本公司擁有人應佔股本 及儲備	Capital and reserves attributable to owners of the Company		
股本	Share capital	101,419	101,419
儲備	Reserves	(44,754)	525,123
權益總額	Total equity	56,665	626,542

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(b) 儲備**(b) Reserves**

		股份溢價 Share premium 千港元 HK\$'000	資本贖回儲備 Capital redemption reserve 千港元 HK\$'000	購股權儲備 Share option reverse 千港元 HK\$'000	保留盈利 Retained earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於2021年1月1日	As at 1 January 2021	1,353,356	4,526	11,090	(379,487)	989,485
年內虧損	Loss for the year	-	-	-	(468,886)	(468,886)
年內全面開支總額	Total comprehensive expense for the year	-	-	-	(468,886)	(468,886)
股權結算股份付款之交易	Equity settled share-based transactions	-	-	4,524	-	4,524
已失效購股權	Share options lapsed	-	-	(632)	632	-
於2021年12月31日及2022年1月1日	As at 31 December 2021 and 1 January 2022	1,353,356	4,526	14,982	(847,741)	525,123
年內虧損	Loss for the year	-	-	-	(572,734)	(572,734)
年內全面開支總額	Total comprehensive expense for the year	-	-	-	(572,734)	(572,734)
股權結算股份付款之交易	Equity settled share-based transactions	-	-	2,857	-	2,857
於2022年12月31日	As at 31 December 2022	1,353,356	4,526	17,839	(1,420,475)	(44,754)

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39. 購股權計劃

(a) 本公司之購股權計劃

為吸引及挽留最優秀之員工以發展本集團業務，以及提供額外鼓勵或獎勵予獲選之合資格參與者，本公司於2019年6月26日採納一項購股權計劃（「該計劃」）。合資格參與者主要為本集團僱員、董事及對本集團有所貢獻之本集團承包商、供應商或服務供應商。除非另行註銷或修訂，否則該計劃將自設立日期起10年內有效。該計劃之餘下年期約為6.5年（於2029年6月26日屆滿）。

購股權可按董事全權酌情釐定的歸屬、行使或其他方面的條款及條件而授出，惟有關條款及條件須與該計劃的任何其他條款及條件相符一致。

認購價不會少於以下最高者：(i)股份在購股權授出日期於香港聯合交易所有限公司（「聯交所」）每日報價表所列之收市價；(ii)股份於緊接購股權授出日期前5個交易日於聯交所每日報價表所列之平均收市價；及(iii)股份之面值0.02港元。根據該計劃可能授出購股權涉及之最高股份數目，合共不可多於本公司不時之已發行股本30%。於接納授出購股權之要約時，獲授予者須向本公司支付款項1.00港元。

39. SHARE OPTION SCHEMES

(a) Share option scheme of the Company

In order to attract and retain the best quality employees for the development of the Group's businesses and to provide additional incentives or rewards to selected qualifying participants, the Company adopted a share option scheme on 26 June 2019 (the "Scheme"). The qualifying participants mainly include employees of the Group, Directors and contractors, suppliers or service providers of the Group who have contribution to the Group. The Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the Scheme is approximately 6.5 years (expiry on 26 June 2029).

Options may be granted on such terms and conditions in relation to their vesting, exercise or otherwise as the directors may determine in its absolute discretion, provided that such terms and conditions shall not be inconsistent with any other terms and conditions of the Scheme.

The subscription price is not less than the highest of (i) the closing price of the Shares as stated in the daily quotation sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of offer of the option; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of offer of the option; and (iii) the nominal value of a Share of HK\$0.02. The maximum number of Shares in respect of which options may be granted under the Scheme shall not, in aggregate, exceed 30% of the issued share capital of the Company from time to time. Upon acceptance of the offer for the grant of option, an amount of HK\$1.00 is payable by the grantee to the Company.

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本公司可發行購股權，限額為行使根據該計劃將授出的全部購股權後可能發行的股份總數，合共不超過於批准該計劃日期已發行股份的10%。本公司可在任何時候更新該10%限額，惟須獲得股東批准及刊發通函並遵照上市規則，前提是於行使根據該計劃及任何其他購股權計劃下所有已授出但仍未獲行使的購股權後將予發行的股份數目，不得超過不時已發行股份的30%。

各合資格人士於要約日期屆滿前十二個月期間內因行使其獲授購股權（包括該計劃下已行使及尚未行使的購股權）而獲發行及將獲發行的股份總數，不得超過本公司已發行股本1%。倘向本公司主要股東或獨立非執行董事（或彼等各自的任何聯繫人）授出任何購股權而導致在截至授出日期（包括該日）止任何十二個月期間內，上述人士已獲授及將獲授的全部購股權（包括已行使、已註銷及尚未行使的購股權）獲行使而發行及將予發行的證券數目，(i)合共超過相關類別已發行證券的0.1%；及(ii)（倘證券於聯交所上市）根據證券於各授出日期收市價計算的總值超過5,000,000港元，該額外授出購股權須經本公司股東批准。

購股權僅於合資格參與者自購股權授出日期至指定之行使日期仍於本集團服務之情況下方可行使。

The Company can issue options so that the total number of shares that may be issued upon exercise of all options to be granted under the Scheme does not in aggregate exceed 10% of the shares in issue on the date of approval of the Scheme. The Company may refresh this 10% limit at any time, subject to shareholders' approval and the issue of a circular and in accordance with the Listing Rules provided that the number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes does not exceed 30% of the Shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each eligible person (including both exercised and outstanding options under the Scheme) in the twelve-month period expiring on the offer date must not exceed 1% of the issued share capital of the Company. Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the twelve-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the relevant class of securities in issue; and (ii) (where the securities are listed on the Stock Exchange), having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved by shareholders of the Company.

The share options are exercisable only if the Eligible Participants remain in the service of the Group from the grant date of the share options up to the designated exercise date.

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2022年

2022

	於2022年 1月1日 持有	年內授出 之購股權	年內行使 之購股權	年內失效 之購股權	年內轉讓 之購股權	於2022年 12月31日 持有	行使價 港元
	Held at 1 January 2022	Options granted during the year	Options exercised during the year	Options lapsed during the year	Options transferred during the year	Held at 31 December 2022	Exercise price HK\$
該計劃 The Scheme							
(A) 僱員 Employees	131,900,000	-	-	-	-	131,900,000	0.3
(B) 顧問(附註) Consultants (note i)	110,000,000	-	-	-	-	110,000,000	0.3
(C) 董事 Directors							
池文富 Chi Wen Fu	20,000,000	-	-	-	-	20,000,000	0.3
池靜超 Chi Jing Chao	8,000,000	-	-	-	-	8,000,000	0.3
郭孟勇 Guo Mengyong	5,000,000	-	-	-	-	5,000,000	0.3
張省本 Cheung Sound Poon	5,000,000	-	-	-	-	5,000,000	0.3
盛洪 Sheng Hong	5,000,000	-	-	-	-	5,000,000	0.3
	284,900,000	-	-	-	-	284,900,000	0.3

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2021年

2021

	於2021年 1月1日 持有	年內授出 之購股權	年內行使 之購股權	年內失效 之購股權	年內轉讓 之購股權	於2021年 12月31日 持有	行使價 港元
	Held at 1 January 2021	Options granted during the year	Options exercised during the year	Options lapsed during the year	Options transferred during the year	Held at 31 December 2021	Exercise price HK\$
該計劃							
The Scheme							
(A) 僱員	121,900,000	-	-	(10,000,000)	20,000,000	131,900,000	0.3
Employees							
(B) 顧問(附註i)	110,000,000	-	-	-	-	110,000,000	0.3
Consultants (note i)							
(C) 董事							
Directors							
池文富 Chi Wen Fu	20,000,000	-	-	-	-	20,000,000	0.3
沈世捷 Shum Sai Chit	20,000,000	-	-	-	(20,000,000)	-	0.3
池靜超 Chi Jing Chao	8,000,000	-	-	-	-	8,000,000	0.3
郭孟勇 Guo Mengyong	5,000,000	-	-	-	-	5,000,000	0.3
張省本 Cheung Sound Poon	5,000,000	-	-	-	-	5,000,000	0.3
盛洪 Sheng Hong	5,000,000	-	-	-	-	5,000,000	0.3
劉智傑 Lau Chi Kit	5,000,000	-	-	(5,000,000)	-	-	0.3
	299,900,000	-	-	(15,000,000)	-	284,900,000	0.3

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附註：

- (i) 於2019年7月25日，3名顧問各自分別獲授45,000,000份、25,000,000份及40,000,000份購股權。彼等為法團及本集團的獨立第三方，並提供(包括但不限於)有關協助進行各種融資安排、進行投資者推介及其他合適及所能提供的金融服務等。

本公司認為，鑒於本集團資源有限且為維持長期增長，向顧問授出購股權有助挽留及激勵該等非僱員促進公司價值增長。購股權乃為授予該等顧問以為本集團提供持續服務及與彼等維持長遠關係的獎勵，本集團因而可維持精簡且穩定的營運。除授出的購股權外，本公司並無就該等顧問所提供的服務向彼等提供任何其他報酬。

於2022年12月31日，尚未行使購股權有以下屆滿日期、行使期及行使價。

note:

- (i) On 25 July 2019, 3 consultants were granted each with 45,000,000, 25,000,000 and 40,000,000 Share Options respectively. They are body incorporated and independent third parties to the Group who are rendering, including but not limited to, services in relation to assisting of all types of financing arrangement, introducing of investors, and other financial services if appropriate and available, etc.

The Company consider that in view of the limited resources of the Group and to maintain a long term growth, the Share Options granted to the consultants can help to retain and motivates these non-employees to generate growth in company value. The Share Options was granted as incentive for these consultants to provide ongoing service to the Group and to maintain a long-term relationship with them so that the Group can maintain a streamline operation with stability. Apart from the Share Options granted, the Company has not provided any other remuneration to these consultants for their services provided.

Options outstanding at 31 December 2022 have the following expiry date, exercise period and exercise prices.

頒授日期 Grant date	屆滿日期 Expiry date	行使期 Exercise period	每股行使價 Exercise prices per Share 港元 HK\$	購股權數目 Number of Options
2019年7月25日 25 July 2019	2025年12月30日 30 December 2025	自2020年11月1日至 2025年12月30日 From 1 November 2020 to 30 December 2025	0.3	284,900,000

該計劃

The Scheme

財務報表附註 Notes to the Financial Statements

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於本年報日期，該計劃項下可供發行之本公司股份總數（包括上述尚未行使購股權）為443,111,684股，相當於本公司當日已發行股本約9.67%。該計劃將於2029年6月26日屆滿。

該計劃項下於截至2019年12月31日止年度所授出之購股權，使用二項式期權定價模式釐定公允值為約21,291,000港元。輸入該估值模式的重要計算因素為於授出日期的股價0.223港元（已就股份分拆的影響作出調整）、上述行使價、預期股價波動為42.352%、年度無風險利率為1.367%。約6.438年預計購股權年期及0%之派息率。按預期股價回報的標準偏差而計量的波幅，乃根據由2016年7月25日至2019年7月25日的每日股價的統計分析計算得出。截至2022年12月31日止年度，已計入綜合損益表內之金額約為2,857,000港元（2021年：4,524,000港元）。

As at the date of the annual report, the total number of Shares of the Company available for issue under the Scheme (including the above Options outstanding not yet exercised) was 443,111,684, representing approximately 9.67% of the issued share capital of the Company as of the date thereof. The Scheme will expire on 26 June 2029.

The fair value of Options granted during the year ended 31 December 2019 under the Scheme determined using the Binomial Option Pricing model was approximately HK\$21,291,000. The significant inputs into the model were share price of HK\$0.223, at the grant date and adjusted for the effect of the share subdivision, exercise price shown above, expected volatility is 42.352%, annual risk-free interest rate of 1.367%. Expected life of Options of approximately 6.438 years and dividend payout ratio of 0%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 25 July 2016 to 25 July 2019. During the year ended 31 December 2022, approximately HK\$2,857,000 (2021: HK\$4,524,000) were charged to the consolidated statement of profit or loss.

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(b) 附屬公司之購股權計劃**稀鎂科技**

為吸引及挽留優秀員工發展本集團稀鎂科技的業務，並向經選定合資格參與者提供額外獎勵或回報，稀鎂科技於2017年12月4日採納購股權計劃（「稀鎂科技計劃」）。合資格參與者主要包括僱員、董事、承包商、供應商或服務供應商。彼等皆曾為稀鎂科技集團作出貢獻。稀鎂科技計劃自其設立日期起計十年內有效，惟另行取消或修改則除外。稀鎂科技計劃餘下年期約為5年（於2027年12月4日屆滿）。

各合資格人士於要約日期前十二個月期間內獲授購股權（包括稀鎂科技計劃下已行使及尚未行使的購股權）獲行使而獲發行及將獲發行的股份總數，不得超過稀鎂科技已發行股本1%。倘向稀鎂科技主要股東或獨立非執行董事（或彼等各自的任何聯繫人）授出任何購股權而導致在截至授出日期（包括該日）止十二個月期間內，上述人士已獲授及將獲授的全部購股權（包括已行使、已註銷及尚未行使的購股權）獲行使而發行及將予發行的證券數目，(i)合共超過相關類別已發行證券的0.1%；及(ii)（倘證券於聯交所上市）根據證券於各授出日期收市價計算的總值超過5,000,000港元，該額外授出購股權須經稀鎂科技股東批准。

於2022年7月14日，因稀鎂科技進行股份合併為20合1，行使價及購股權數目已予調整。

於2022年12月31日，稀鎂科技計劃項下購股權經調整後合共17,170,000股股份的購股權（「稀鎂科技購股權」）尚未行使。

**(b) Share option scheme of a subsidiary
REMT**

In order to attract and retain the best quality employees for the development of the Group of REMT's businesses and to provide additional incentives or rewards to selected qualifying participants, REMT adopted a share option scheme on 4 December 2017 (the "REMT Scheme"). The qualifying participants mainly include employees, directors, contractors, suppliers or service providers who have contribution to the Group of REMT. The REMT Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the REMT Scheme is approximately 5 years (expiry on 4 December 2027).

The total number of shares issued and to be issued upon exercise of the options granted to each eligible person (including both exercised and outstanding options under the REMT Scheme) in the twelve-month period expiring on the offer date must not exceed 1% of the issued share capital of REMT. Where any grant of options to a substantial shareholder or an independent non-executive director of REMT, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the twelve-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the relevant class of securities in issue; and (ii) (where the securities are listed on the Stock Exchange), having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved by shareholders of REMT.

On 14 July 2022, the exercise price and number of share options have been adjusted due to share consolidation by REMT for 20 into 1.

As at 31 December 2022, options so adjusted to subscribe for a total of 17,170,000 Shares were outstanding under the REMT Scheme (the "REMT Options").

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For the year ended 31 December 2022

2022年

2022

	於2022年 1月1日 持有	年內授出之 稀鎂科技 購股權	年內行使之 稀鎂科技 購股權	年內失效之 稀鎂科技 購股權	股份 合併調整 (附註1)	於2022年 12月31日 持有	行使價 港元 (附註1)
	Held at 1 January 2022	REMT Options granted during the year	REMT Options exercised during the year	REMT Options lapsed during the year	Adjustment for share consolidation (note 1)	Held at 31 December 2022	Exercise price HK\$ (note 1)
(A) 僱員							
Employees	163,400,000	-	-	-	(155,230,000)	8,170,000	8
	140,000,000	-	-	-	(133,000,000)	7,000,000	6
(B) 董事							
Directors							
張省本 Cheung Sound Poon	5,000,000	-	-	-	(4,750,000)	250,000	8
稀鎂科技其他董事 Other directors of REMT	40,000,000	-	-	(5,000,000)	(33,250,000)	1,750,000	8
	208,400,000	-	-	(5,000,000)	(193,230,000)	10,170,000	8
	140,000,000	-	-	-	(133,000,000)	7,000,000	6
	348,400,000	-	-	(5,000,000)	(326,230,000)	17,170,000	

附註：

1. 茲提述稀鎂科技日期為2022年7月13日的公佈。於2022年7月14日，因稀鎂科技進行股份合併，行使價及購股權數目已予調整。

note:

1. Reference is made to the REMT's announcement dated 13 July 2022. On 14 July 2022, the exercise price and number of share options have been adjusted due to share consolidation by REMT.

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For the year ended 31 December 2022

2021年

2021

	於2021年 1月1日 持有	年內授出之 稀鎂科技 購股權	年內行使之 稀鎂科技 購股權	年內失效之 稀鎂科技 購股權	於2021年 12月31日 持有	行使價 港元
	Held at 1 January 2021	REMT Options granted during the year	REMT Options exercised during the year	REMT Options lapsed during the year	Held at 31 December 2021	Exercise price HK\$
(A) 僱員						
Employees	163,400,000	-	-	-	163,400,000	0.4
	140,000,000	-	-	-	140,000,000	0.3
(B) 董事						
Directors						
沈世捷(附註1) Shum Sai Chit (note 1)	30,000,000	(30,000,000)	-	-	-	0.4
池靜超 Chi Jing Chao	3,000,000	-	-	(3,000,000)	-	0.4
張省本 Cheung Sound Poon	5,000,000	-	-	-	5,000,000	0.4
稀鎂科技其他董事 Other directors of REMT	15,000,000	30,000,000	-	(5,000,000)	40,000,000	0.4
	216,400,000	-	-	(8,000,000)	208,400,000	0.4
	140,000,000	-	-	-	140,000,000	0.3
	356,400,000	-	-	(8,000,000)	348,400,000	

附註：

note:

1. 已於2021年7月30日辭任

1. Resigned on 30 July 2021

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於2022年12月31日，尚未行使之稀鎂科技購股權有以下屆滿日期、行使期及行使價。

REMT Options outstanding at 31 December 2022 have the following expiry date, exercise period and exercise prices.

頒授日期	屆滿日期	行使期	每股稀鎂科技 股份行使價 Exercise prices per REMT Share 港元 HK\$	稀鎂科技 購股權數目 Number of REMT Options
Grant date	Expiry date	Exercise period		
2018年4月25日	2023年12月29日	自2018年11月1日起至 2023年12月29日	8	10,170,000
25 April 2018	29 December 2023	From 1 November 2018 to 29 December 2023		
2019年7月25日	2022年8月31日	自2019年9月1日起至 2022年8月31日	6	7,000,000
25 July 2019	31 August 2022	From 1 September 2019 to 31 August 2022		
				17,170,000

於本年報日期，稀鎂科技計劃項下可供發行之稀鎂科技股份總數(包括上述尚未行使稀鎂科技購股權)為40,041,950股，相當於稀鎂科技當日已發行股本約10.1%。稀鎂科技計劃之餘下年期約為5年，並將於2027年12月4日屆滿。

As at the date of the annual report, the total number of shares of REMT available for issue under the REMT Scheme (including the above REMT Options outstanding not yet exercised) was 40,041,950, representing approximately 10.1% of the issued share capital of REMT as of the date thereof. The remaining life of the REMT Scheme is approximately 5 years and to be expired on 4 December 2027.

截至2019年12月31日止年度所授出之稀鎂科技購股權，使用二項式期權定價模式釐定公允值為約13,509,000港元。輸入該估值模式的重要計算因素為於授出日期的股價0.285港元(已就股份分拆的影響作出調整)、上述行使價、預期股價波動介於46.729%至54.568%、年度無風險利率1.459%至1.758%。約1.1至3.1年預計稀鎂科技購股權年期及股息收益率1.64。按預期股價回報的標準偏差而計量的波幅，乃根據由2010年12月31日至2019年7月25日的每日股價的統計分析計算得出。

The fair value of REMT Options granted during the year ended 31 December 2019 determined using the Binomial Option Pricing model was approximately HK\$13,509,000. The significant inputs into the model were share price of HK\$0.285, at the grant date and adjusted for the effect of the share subdivision, exercise price shown above, expected volatility ranged from 46.729% to 54.568%, annual risk-free interest rate of 1.459% to 1.758%. Expected life of REMT Options of approximately 1.1 to 3.1 years and dividend yield of 1.64. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 31 December 2010 to 25 July 2019.

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截至2018年12月31日止年度所授出之稀鎂科技購股權，使用柏力克-舒爾斯估值模式釐定公允值為約21,558,000港元。輸入該估值模式的重要計算因素為於授出日期的股價0.325港元（已就股份分拆的影響作出調整）、上述行使價、預期股價波動介於42.107%至47.596%、年度無風險利率1.561%至1.999%。約1.52至5.68年預計稀鎂科技購股權年期及零派息率。按預期股價回報的標準偏差而計量的波幅，乃根據由2012年10月24日至2018年4月25日的每日股價的統計分析計算得出。

截至2022年12月31日止年度，總金額約918,000港元（2021年：2,232,000港元）已計入綜合損益表內。

The fair value of REMT Options granted during the year ended 31 December 2018 determined using the Black-Scholes valuation model was approximately HK\$21,558,000. The significant inputs into the model were share price of HK\$0.325, at the grant date and adjusted for the effect of the share subdivision, exercise price shown above, expected volatility ranged from 42.107% to 47.596%, annual risk-free interest rate of 1.561% to 1.999%. Expected life of REMT Options of approximately 1.52 to 5.68 years and dividend payout ratio of Nil. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 24 October 2012 to 25 April 2018.

During the year ended 31 December 2022, aggregate amount of approximately HK\$918,000 (2021: HK\$2,232,000) were charged to the consolidated statement of profit or loss.

40. 資本承擔

40. CAPITAL COMMITMENTS

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
已訂約但尚未於綜合財務報表撥備之有關收購物業、廠房及設備之資本支出	Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	68,682	54,378

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41. 重大關連人士交易及關連交易

除綜合財務報表另有披露外，年內本集團已進行以下主要關連人士交易。

(a) 主要管理人員酬金

		2022 千港元 HK\$'000	2021 千港元 HK\$'000
董事(附註14)	Directors (Note 14)	3,038	4,610
其他主要管理人員： 薪金及其他短期僱員福利	Other key management personnel: Salaries and other short-term employee benefits	4,845	4,457
		7,883	9,067

- (b) 池文富先生已向國際金融公司作出承諾，將本公司之股權維持在最低水平作為借貸抵押品，詳情參見附註33。
- (c) 於2022年12月31日，一間附屬公司欠下由一間附屬公司董事授予的一筆金額為36,314,000港元（2021年：37,183,000港元）的借款，年利率為6%。

根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第14A.72條規定，董事會確認該借款是以正常商業條件或更優條件進行，並非以集團資產為抵押，因此完全符合上市規則第14A.73條和第14A.90條的報告、公告、通函和股東批准要求之豁免規定。

該筆借款自本公司開始臨時清盤以來一直拖欠償還利息和本金。

41. MATERIAL RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Except as disclosed elsewhere in the consolidated financial statements, the Group entered into the following significant related party transactions during the year.

(a) Key Management Compensation

- (b) Mr. Chi Wen Fu has given an undertaking to IFC to maintain a minimum level of shareholding in the Company as collateral of the borrowings as detailed in Note 33.
- (c) As at 31 December 2022, a subsidiary was indebtedness in a loan amounting to HK\$36,314,000 (2021: HK\$37,183,000), at an interest rate of 6% per annum, granted by a director of a subsidiary.

Pursuant to Rule 14A.72 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Directors confirm that such borrowing was conducted on normal commercial terms or better, and not secured by the assets of the Group, and thus are fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Rule 14A.73 and Rule 14A.90 of the Listing Rules.

The loan has been default in repayment of interest and principle since the commencement of provisional liquidation of the Company.

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此外，根據香港聯合交易所有限公司證券上市規則（「上市規則」）第14A.72條，董事認為以上所披露之重大關連人士交易，概不符合上市規則第14A章所定義的關連交易或持續關連交易之定義。

In addition, pursuant to Rule 14A.72 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Directors consider that none of the material related party transactions disclosed above falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

42. 非現金交易

於截至2022年12月31日止年度，本集團有關於辦公場所租賃安排的使用權資產及租賃負債的非現金添置，分別為1,269,000港元及1,269,000港元。

42. NON-CASH TRANSACTIONS

During the year ended 31 December 2022, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$1,269,000 and HK\$1,269,000, respectively, in respect of lease arrangements of office premises.

43. 由融資活動引起的負債對賬

43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

		借貸 Borrowings	可換股債券 Convertible bonds	租賃負債 Lease liabilities	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於2021年1月1日	As at 1 January 2021	2,140,789	-	6,548	2,147,337
融資現金流量	Financing cash flow	(11,502)	-	(961)	(12,463)
外匯調整	Foreign exchange adjustments	16,787	-	188	16,975
其他非現金變動(附註)	Other non-cash movement (note)	-	-	439	439
於2021年12月31日及 2022年1月1日	As at 31 December 2021 and 1 January 2022	2,146,074	-	6,214	2,152,288
融資現金流量	Financing cash flow	(38,647)	-	(357)	(39,004)
外匯調整	Foreign exchange adjustments	(56,829)	-	(1,037)	(57,866)
債務重組	Debt restructuring	(101,825)	7,643	-	(94,182)
其他非現金變動(附註)	Other non-cash movement (note)	6,918	256	1,682	8,856
於2022年12月31日 淨債項	Net debt as at 31 December 2022	1,955,691	7,899	6,502	1,970,092

附註：其他非現金變動包括財務費用及租賃負債增加。

note: other non-cash movement included finance costs and additions to lease liabilities.

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44. 附屬公司擁有權權益之變動

截至2022年12月31日止年度，本集團於稀鎂科技的股權由72.31%稀釋至60.10%。由於該等交易，本集團確認非控股權益減少約133,108,000港元及其他儲備增加約162,893,000港元。

45. 訴訟與或然負債

- (a) 茲提述本公司日期為2014年10月9日有關對首智投資有限公司（「首智」）之民事追討之公佈。截至本報告日期，據本公司所知悉，有關訴訟的傳訊令狀尚未送達首智。首智待接獲該法律文件後，將就有關追討及就此應予採取的必要行動尋求法律意見，且將就追討極力抗辯。本公司董事會認為，該追討不會對本集團業務、營運及財務情況造成重大不利影響。
- (b) 茲提述附註3中的披露。鑑於付款違約、交叉違約和債務重組，於2022年12月31日本集團借貸中包括借貸約733,744,000港元及於2022年12月31日本集團之貿易應付款及應付票據，和其他應付款項中包括個別超過1百萬港元累計合共約68,682,000港元的賬款，其債權人已啟動對若干附屬公司提出立即還款的訴訟。此外，由於境外債務重組也直接或間接影響境內銀行對集團旗下企業的信貸融資，甚至引發部分銀行透過訴訟尋求法律解決，包括但不限於要求凍結、查封及拍賣企業資產以實現其債權。

44. CHANGES IN OWNERSHIP INTEREST IN SUBSIDIARIES

During the year ended 31 December 2022, the Group's equity interest in REMT was diluted from 72.31% to 60.10%. As a result of these transactions, the Group recognised a decrease in non-controlling interests of approximately HK\$133,108,000 and an increase in other reserve of approximately HK\$162,893,000.

45. LITIGATIONS AND CONTINGENT LIABILITIES

- (a) Reference is made to the announcement of the Company dated 9 October 2014 regarding a civil claim against Capital Idea Investments Limited ("Capital Idea"). As of the date of this report, to the best knowledge of the Company, the writ of summons of the litigation has not yet been served on Capital Idea. Upon receiving this legal document, Capital Idea will seek legal advice in relation to the claim and the necessary actions to be taken in this respect and will vigorously defend against the claim. The Board of the Company is of the view that this claim will not have a material adverse impact on the business, operation and financial position of the Group.
- (b) Reference is made to the disclosure in Note 3. In view of payment default, cross default and debt restructuring, included in the borrowings of the Group as at 31 December 2022 of approximately HK\$733,744,000 and in the trade and bills payables, and other payables of the Group as at 31 December 2022 for accounts individually exceeding HK\$1 million that in aggregate to approximately HK\$68,682,000, of which creditors have commenced litigations against certain subsidiaries for immediate repayments. Moreover, the Group's offshore debt restructuring is having a direct or indirect impact on the credit financing of its domestic subsidiaries by local banks. Some banks are even resorting to legal solutions such as litigation, freezing, sealing, and auctioning of subsidiaries' assets to recover their debts.

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由於該等訴訟主要涉及未能履行已在綜合財務報表中確認之相關負債的義務及相關已抵押資產，本集團正積極與債權人溝通，爭取通過協議和解決方式解決訴訟。

誠如參照2021之相關處理做法，若干訴訟已透過調解及協商解決，當中包括(1)約67,089,000港元的借款已同意以經修訂及延長的時間表償還，及(2)債權人提出申請，撤回早前獲頒佈關於一項人民幣124,960,000元（折合約152,426,000港元）貸款的執行書，並已獲法院批准。有關該執行書之詳情，已於以下附註(d)內披露。

鑑此，本公司董事認為，截至2022年12月31日，在並無發生不可預見之情況下，尚未完結訴訟中債權人尋求的上述凍結、查封及拍賣將不會影響本集團持續經營業務，且預計不會對本集團的財務狀況或其業務營運產生重大不利影響。

儘管如此，本公司將就該等訴訟尋求法律意見，並將根據該等法律意見採取必要行動，以維護本集團的整體利益。本公司將另行刊發公佈，以向本公司股東及投資者通報有關建議債務重組及該等訴訟的任何重大進展。

For such litigations, which were mainly in relation to failure to perform the obligation of the related liabilities already recognised in the consolidated financial statements and related assets pledged, the Group is proactively communicating with the creditors, striving to solve the litigations through settlement by agreement.

As reference to relevant practices in 2021, certain litigations were resolved by mediations and negotiations which included (1) borrowings of approximately HK\$67,089,000 were agreed to be repaid by revised and extended schedules; and, (2) an application was made by a creditor to withdraw an enforcement granted before in respect of borrowings RMB124,960,000 (equivalent to approximate HK\$152,426,000) and was approved by court. Details of this enforcement was disclosed in below note (d).

As such, in the view of the directors of the Company, the above freezing, sealing, and auctioning being sought by the creditors in the outstanding litigations as at 31 December 2022 will not affect the Group's continued operations, in the absence of unforeseen circumstances, and is not expected to have a material adverse effect on the Group's financial position or its business operations.

Nevertheless, the Company will seek legal advices on the litigations and will take necessary actions based on such legal advices for the entire interests of the Group. Further announcements will be made by the Company to update the shareholders and investors of the Company in relation to any material development on the proposed debt restructuring and litigations.

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- (c) 於2022年12月31日，山東紅日就一名獨立第三方（2021年：一名獨立第三方）所獲授信貸融資向一間銀行（2021年：一間銀行）簽立企業擔保約人民幣141,000,000元（2021年：人民幣141,000,000元）。若被要求全面履行擔保，須予以支付。

有關企業擔保之更多詳情，請參閱日期為2016年9月27日之公佈。

由於該獨立第三方於2022年進行了債務重組，銀行對山東紅日提起訴訟，要求執行企業擔保。山東紅日將採取必要的行動，積極進行抗辯以全力捍衛集團的利益。

- (d) 誠如本公司日期為2021年8月1日之公佈所披露，本公司收到臨沂市中級人民法院（「臨沂法院」）有關一間中國的銀行申請強制執行該銀行向山東紅日（為本集團間接非全資附屬公司）授出的金額為人民幣124,960,000元的貸款擔保的書面裁定（「裁定」），有關擔保乃由本集團若干附屬公司及山東紅日的前任法定代表人提供。

於2021年11月25日，該國內銀行已向臨沂法院呈交申請撤銷強制執行。根據臨沂法院日期為2021年12月1日的書面裁定，有關申請已獲批准及強制執行已撤銷。

- (c) As at 31 December 2022, Shandong Hongri has executed financial guarantees to a bank (2021: a bank) for credit facilities granted to an independent third party (2021: an independent third parties), for approximately RMB141,000,000 (2021: RMB141,000,000) which would be required to be paid if the guarantees were called upon in entirety.

For more detail of the corporate guarantees, please refer to announcement date 27 September 2016.

As the independent third party was entering into debt restructuring in 2022, the bank pursued litigation against Shandong Hongri to claim enforcement on the corporate guarantee. Shandong Hongri will take necessary actions in this respect and will vigorously defend against the claim for the entire interests of the Group.

- (d) As disclosed in the announcement of the Company dated 1 August 2021, the Company received a written ruling (the "Ruling") from Linyi Intermediate People's Court ("Linyi Court") regarding a PRC bank's application to enforce guarantees of loans amounting to RMB124.96 million granted to Shandong Hongri (an indirect non-wholly owned subsidiary of the Group) by the bank that have been provided by certain subsidiaries of the Group and the former legal representative of Shandong Hongri.

On 25 November 2021, the PRC bank had submitted an application to Linyi Court to withdraw the enforcement. Pursuant to the written ruling from Linyi Court dated 1 December 2021, such application was approved and the enforcement was withdrawn.

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(e) 誠如本公司日期為2022年1月18日的公佈所披露，本公司建議實施重組計劃及轉讓三項資產以清償本公司債權人的申索，當中包括(i)稀鎂科技已發行股本的20%；(ii)有權收取出售世紀陽光(漳州)生態科技有限公司(本公司之全資附屬公司)所擁有的位於中國漳州的土地之銷售所得款項淨額(經扣除所有相關稅項、匯款附帶的成本及開支)；(iii) Acronagrotrans Ltd(山東紅日之直接控股公司)於變現登記於山東紅日名下位於中國山東之土地之後有權向山東紅日收取的股息付款(經扣除所有相關稅項、匯款附帶的成本及開支)。

於2022年1月18日，本公司間接非全資附屬公司稀鎂科技建議實施(須經稀鎂科技債權人及香港高等法院批准)稀鎂科技與提出申索的債權人就稀鎂科技將予訂立的建議安排計劃(「稀鎂科技債權人計劃」)。

稀鎂科技債權人計劃包括(i)延長期限選擇權；(ii)可換股債券置換選擇權；及(iii)上述兩個選擇權的組合。每名具有受理申索之計劃債權人有權在其受理申索的總價值範圍內，於上述(i)、(ii)及(iii)選項之間進行選擇。

(e) As disclosed in the Company's announcement dated 18 January 2022, the Company proposed to implement the restructuring plan and three assets would be transferred to settle the claims of the creditors of the Company, which included (i) 20% of the issued shares capital of REMT; (ii) the entitlement to receive net sale proceeds (after deduction of all relevant tax, costs and expenses incidental to remittance) from the sale of land in Zhangzhou, the PRC owned by Century Sunshine (Zhangzhou) Ecological Technology Limited, a wholly-owned subsidiary of the Company; (iii) the entitlement to the dividend payments (after deduction of all relevant tax, costs and expenses incidental to remittance) receivable by Acronagrotrans Ltd (an immediate holding company of Shandong Hongri) from Shandong Hongri after the realisation of the land registered under the name of Shandong Hongri located in Shandong, the PRC.

On 18 January 2022, REMT, an indirect non-wholly owned subsidiary of the Company, proposed to implement, subject to the approvals by creditors of REMT and the Hong Kong High Court, the proposed scheme of arrangement for REMT to be made between REMT and the creditors who had made a claim (the "REMT Creditors' Scheme").

The REMT Creditors' Scheme comprises (i) the term extension option; (ii) the convertible bonds swap option; and (iii) a combination of the aforementioned two options. Each scheme creditor with admitted claims is entitled, to the extent of the total value of his/her/its admitted claim(s), to elect between options (i), (ii) and (iii) above.

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本公司作為稀鎂科技的最終母公司，於2022年6月24日向稀鎂科技計劃公司為受益人提供公司擔保，以擔保稀鎂科技根據稀鎂科技債權人計劃的條款向延長期限選擇權債權人按時支付中期應付款項（倘應付）及最終還款。本公司將予提供的潛在公司擔保僅在根據建議計劃悉數及最終清償結欠本公司債權人的所有負債後方可強制執行。進一步詳情載於本公司日期為2022年1月18日的公佈。

The Company, as the ultimate parent company of REMT, has provided a corporate guarantee in favour of the REMT Scheme Company on 24 June 2022 to guarantee REMT's punctual payment of the interim distribution payable (if payable) and the final payment to the term extension option creditors on the terms under the REMT Creditors' Scheme. The potential corporate guarantee to be given by the Company is only enforceable upon the full and final settlement of all liabilities owed to the Company's creditors under the Proposed Scheme. Further details were set out in the Company's announcements dated 18 January 2022.

除上文所披露者外，董事認為直至報告日期概無對本集團業務及營運造成重大不利影響的重大訴訟。

Save as disclosed above, the Directors consider that up to report date there were no significant litigations would have material adverse impact on the business and operation of the Group.

46. 報告期後事項

於2022年12月31日後及直至本報告日期，本集團並無進行任何重大事項。

46. EVENTS AFTER THE REPORTING PERIOD

There are no material events undertaken by the Group subsequent to 31 December 2022 and up to date of this report.

47. 比較數字

若干比較數字已重新分類以符合本年度之呈列方式。

47. COMPARATIVES

Certain comparative amounts have been reclassified to conform with current year's presentation.

48. 授權刊發綜合財務報表

董事會於2023年3月24日批准及授權刊發綜合財務報表。

48. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements was approved and authorised for issued by the board of directors on 24 March 2023.

五年財務概要

Five-Year Financial Summary

		2022	2021	2020	2019	2018
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
截至12月31日止年度	For the year ended 31 December					
收入	Revenue	531,605	1,331,858	2,151,811	4,314,420	4,655,116
銷售成本	Cost of sales	(466,105)	(1,200,336)	(1,848,286)	(3,251,036)	(3,512,857)
毛利	Gross profit	65,500	131,522	303,525	1,063,384	1,142,259
其他收益或虧損淨額	Other gains or losses, net	(527,657)	(959,890)	(745,023)	92,128	75,324
銷售及市場推廣費用	Selling and marketing costs	(7,839)	(34,377)	(55,377)	(107,917)	(133,673)
行政開支	Administrative expenses	(399,960)	(196,661)	(251,607)	(302,330)	(227,127)
財務費用	Finance costs	(191,776)	(200,301)	(179,501)	(153,664)	(164,943)
除所得稅前(虧損)/溢利	(Loss)/profit before income tax	(1,061,732)	(1,259,707)	(927,983)	591,601	691,840
所得稅抵免/(開支)	Income tax credit/(expense)	6,365	5,605	(56,222)	(163,347)	(150,318)
持續經營業務之年內溢利	Profit for the year from continuing operations	-	-	-	-	541,522
已終止經營業務之年內溢利	Profit for the year from discontinued operations	-	-	-	-	31,315
年內(虧損)/溢利	(Loss)/profit for the year	(1,055,367)	(1,254,102)	(984,205)	428,254	572,837
下列人士應佔年內(虧損)/溢利：	(Loss)/profit for the year attributable to:					
本公司擁有人	Owners of the Company	(1,007,080)	(1,121,566)	(745,368)	380,368	474,230
非控股權益	Non-controlling interests	(48,287)	(132,536)	(238,837)	47,886	98,607
每股(虧損)/盈利：	(Loss)/earnings per share:					
- 基本(每股港仙)	- basic (HK cents per share)	(21.98)	(24.48)	(16.27)	8.30	10.35
- 攤薄(每股港仙)	- diluted (HK cents per share)	(21.98)	(24.48)	(16.27)	8.30	10.35
於12月31日	As at 31 December					
資產總值	Total assets	4,361,021	5,910,461	6,934,475	7,627,565	7,474,567
負債總額	Total liabilities	(3,178,208)	(3,446,442)	(3,347,477)	(3,357,654)	(3,517,949)
權益總額	Total equity	1,182,813	2,464,019	3,586,998	4,269,911	3,956,618